

Athayde Felipe A  
 Form 4  
 April 22, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Athayde Felipe A

2. Issuer Name and Ticker or Trading Symbol  
 Restaurant Brands International Inc.  
 [QSR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/18/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Brand Pres., Popeyes, Americas

5707 BLUE LAGOON DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MIAMI, FL 33126

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Shares                   | 04/18/2019                           |  | C <sup>(1)</sup>               | 1,140 A \$ 0  | 10,338  | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount Number of Shares |
| Exchangeable Units <sup>(2)</sup>          | <u>(2)</u>   | 04/18/2019                           |  | <u>C</u> <sup>(1)</sup>        | 1,140   | <u>(2)</u>   | <u>(2)</u>      | Common Shares   | 1                       |
| Option (right to buy)                      | \$ 27.28   |                                      |  |                                |   | <u>(3)</u>   | 03/06/2024      | Common Shares   | 2                       |
| Option (right to buy)                      | \$ 27.28   |                                      |  |                                |   | <u>(3)</u>   | 03/06/2024      | Common Shares   | 50                      |
| Option (right to buy)                      | \$ 42.26   |                                      |  |                                |   | 12/31/2019   | 03/05/2025      | Common Shares   | 3                       |
| Option (right to buy)                      | \$ 42.26   |                                      |  |                                |   | 03/06/2020   | 03/05/2025      | Common Shares   | 13                      |
| Restricted Share Units                     | <u>(4)</u>   |                                      |  |                                |   | <u>(5)</u>   | <u>(5)</u>      | Common Shares   | 10                      |
| Dividend Equivalent Rights                 | <u>(6)</u>   |                                      |  |                                |   | <u>(7)</u>   | <u>(7)</u>      | Common Shares   | 732                     |
| Restricted Share Units                     | <u>(4)</u>   |                                      |  |                                |   | <u>(8)</u>   | <u>(8)</u>      | Common Shares   | 6                       |
| Dividend Equivalent Rights                 | <u>(6)</u>   |                                      |  |                                |   | <u>(9)</u>   | <u>(9)</u>      | Common Shares   | 363                     |
| Restricted Share Units                     | <u>(4)</u>   |                                      |  |                                |   | <u>(10)</u>  | <u>(10)</u>     | Common Shares   | 3                       |
| Dividend Equivalent Rights                 | <u>(6)</u>   |                                      |  |                                |   | <u>(11)</u>  | <u>(11)</u>     | Common Shares   | 131                     |
| Performance Share Units                    | <u>(12)</u>  |                                      |  |                                |   | 02/06/2021   | 02/06/2021      | Common Shares   | 80                      |
| Dividend Equivalent Rights                 | <u>(6)</u>   |                                      |  |                                |   | <u>(13)</u>  | <u>(13)</u>     | Common Shares   | 5,52                    |
| Restricted Share Units                     | <u>(4)</u>   |                                      |  |                                |   | <u>(14)</u>  | <u>(14)</u>     | Common Shares   | 6                       |
|  | <u>(6)</u>   |                                      |  |                                |   | <u>(15)</u>  | <u>(15)</u>     |   | 52                      |



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February 26, 2021, which is the fifth anniversary of the grant date.

(13) These dividend equivalent rights accrued on the PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the PBRsUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the PBRsUs to which they relate.

(14) These restricted share units vest on December 31, 2023.

(15) These dividend equivalent rights accrued on the 2019 restricted share unit award (the "2019 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2019 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2019 RSUs to which they relate.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.