

Restaurant Brands International Inc.  
Form 424B3  
December 10, 2015  
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Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-208319

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of</b>	<b>Amount</b>	<b>Maximum</b>	<b>Maximum</b>	<b>Amount of</b>
	<b>To Be</b>	<b>Aggregate</b>	<b>Aggregate</b>	
<b>Securities To Be Registered</b>	<b>Registered</b>	<b>Per Share</b>	<b>Offering Price</b>	<b>Registration Fee <sup>(1)</sup></b>
Common Shares, no par value	17,542,410	\$35.09	\$615,563,166.90	\$61,987.22

<sup>(1)</sup> Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

**Table of Contents***PROSPECTUS SUPPLEMENT**(To Prospectus dated December 3, 2015)**17,542,410 shares**Restaurant Brands International Inc.**Common Shares*

***The selling shareholder named in this prospectus supplement is offering up to 17,542,410 of our common shares. All of the common shares in this offering are being sold by the selling shareholder identified in this prospectus supplement. We will not receive any of the proceeds from the sale of the common shares being sold by the selling shareholder.***

***Our common shares are listed on the New York Stock Exchange (the NYSE ) and on the Toronto Stock Exchange (the TSX ) under the symbol QSR. On December 8, 2015, the last reported sale price of our common shares on the NYSE and the TSX was \$35.15 per share and C\$47.77 per share, respectively.***

	<b><i>Per share</i></b>	<b><i>Total</i></b>
<i>Public offering price</i>	<i>\$34.30</i>	<i>\$601,704,663</i>
<i>Underwriting discount (1)</i>	<i>\$0.30</i>	<i>\$5,262,723</i>
<i>Proceeds to selling shareholder</i>	<i>\$34.00</i>	<i>\$596,441,940</i>

*(1) See Underwriting for additional compensation details.*

*Holdings L115 LP (the selling shareholder ), an affiliate of 3G Capital Partners LP, has delivered a notice to exchange 17,542,410 of its Class B exchangeable limited partnership units (the Partnership exchangeable units ) of our majority-owned operating partnership, Restaurant Brands International Limited Partnership (the Partnership ), for the 17,542,410 common shares being offered hereby. This notice has become irrevocable and binding upon the selling shareholder and us. Upon settlement of the exchange on December 14, 2015, we will deliver such shares to the selling shareholder and such shares are being offered by the selling shareholder in this offering.*

***Investing in our common shares involves risks. See Risk Factors beginning on page S-4 of this prospectus supplement and page 2 of the accompanying prospectus to read about risks that you should consider before buying***

***our common shares. You should carefully read this prospectus supplement and the accompanying prospectus, together with the documents we incorporate by reference, before you invest in our common shares.***

*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.*

*Neither this prospectus supplement nor the accompanying prospectus constitutes a prospectus under Canadian securities laws and therefore does not qualify the securities offered hereunder in Canada.*

*Delivery of the common shares is expected to be made on or about December 15, 2015.*

**MORGAN STANLEY**

*December 9, 2015.*

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

**You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. Neither we, the selling shareholder nor the underwriter has authorized anyone to provide you with information that is different. Neither this prospectus supplement nor the accompanying prospectus is an offer to sell or solicitation of an offer to buy common shares in any circumstances under which the offer or solicitation is unlawful. You should not assume that the information we have included in this prospectus supplement, the accompanying prospectus or any information we have incorporated by reference is accurate as of any date other than the date of the applicable document.**

This prospectus supplement and the accompanying prospectus form part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission (the Commission), using a shelf registration process. This document is in two parts. The first part is this prospectus supplement, which adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering of common shares. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described below under the caption *Where You Can Find More Information; Incorporation by Reference*. This prospectus supplement adds, updates and changes information contained in the accompanying prospectus and the information incorporated by reference. To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus or any document incorporated by reference, the information in this prospectus supplement shall control.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus supplement or the accompanying prospectus. You must not rely on any unauthorized information or representations. This prospectus supplement and the accompanying prospectus are an offer to sell only the securities specifically offered by it and only under circumstances and in jurisdictions where it is lawful to do so.

Except where the context otherwise requires or where otherwise indicated, *RBI*, *we*, *us*, and *our* refer to Restaurant Brands International Inc. and its consolidated subsidiaries as a combined entity.

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**DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS**

Certain information contained in this prospectus supplement, the accompanying prospectus and in the documents that are incorporated by reference, including information regarding future financial performance and plans, targets, aspirations, expectations, and objectives of management, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and forward-looking information within the meaning of Canadian securities laws. We refer to all of these as forward-looking statements. Forward-looking statements are forward-looking in nature and, accordingly, are subject to risks and uncertainties. These forward-looking statements can generally be identified by the use of words such as believe, anticipate, expect, intend, estimate, plan, could, will, may, could, would, target, potential and other similar expressions and include, without limitation, statements regarding our expectations or beliefs regarding (i) the benefits of our fully franchised business model; (ii) the domestic and international growth opportunities for the *Tim Hortons*<sup>®</sup> and *Burger King*<sup>®</sup> brands, both in existing and new markets and our ability to accelerate international development through joint venture structures and master franchise and development agreements; (iii) the anticipated benefits that we will recognize from restructuring activities following the consummation of the series of transactions (the Transactions) resulting in RBI indirectly acquiring Tim Hortons and Burger King Worldwide; (iv) our future financial obligations, including annual debt service requirements, capital expenditures and cash distributions required under our partnership agreement, and our ability to meet such obligations, (v) our exposure to changes in interest rates and foreign currency exchange rates and the impact of changes in interest rates and foreign currency exchange rates on the amount of our interest payments, future earnings and cash flows, (vi) our belief and estimates regarding accounting and tax matters, and (vii) our future financial and operational results.

These forward looking statements represent management's expectations as of the date hereof. These forward-looking statements are based on certain assumptions and analyses made by RBI in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances. However, these forward-looking statements are subject to a number of risks and uncertainties and actual results may differ materially from those expressed or implied in such statements. Important factors that could cause actual results, level of activity, performance or achievements to differ materially from those expressed or implied by these forward-looking statements include, among other things, risks related to: (1) our substantial indebtedness, which could adversely affect our financial condition and prevent us from fulfilling our obligations; (2) global economic or other business conditions that may affect the desire or ability of our customers to purchase our products such as inflationary pressures, high unemployment levels, declines in median income growth, consumer confidence and consumer discretionary spending and changes in consumer perceptions of dietary health and food safety; (3) our relationship with, and the success of, our franchisees and risks related to our restaurant ownership mix; (4) the effectiveness of our marketing and advertising programs and franchisee support of these programs; (5) significant and rapid fluctuations in interest rates and in the currency exchange markets and the effectiveness of our hedging activity; (6) our ability to successfully implement our domestic and international growth strategy and risks related to our international operations; (7) our reliance on master franchisees and subfranchisees to accelerate restaurant growth; (8) the ability of our credit facilities and derivatives counterparties to fulfill their commitments and/or obligations; (9) our ability to successfully apply the zero-based budgeting model to Tim Hortons operations and to achieve the anticipated synergies through shared services; and (10) the restructuring activities that we have and will continue to implement in connection with the Transactions.

We operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other

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person assumes responsibility for the accuracy or completeness of any of these forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. Finally, our future results will depend upon various other risks and uncertainties, including, but not limited to, those detailed in the section entitled "Item 1A Risk Factors" of our 2014 Form 10-K, as well as other materials that we from time to time file with, or furnish to, the Commission or file with Canadian securities regulatory authorities. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements in this section and elsewhere in this prospectus supplement or the accompanying prospectus. Other than as required under the securities laws, we do not assume a duty to update these forward-looking statements, whether as a result of new information, subsequent events or circumstances, changes in expectations or otherwise.

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**MARKET AND INDUSTRY DATA**

Some of the market and industry data contained and incorporated by reference in this prospectus supplement and the accompanying prospectus are based on independent industry publications or other publicly available information. Although we believe that these independent sources are reliable, we have not independently verified and cannot assure you as to the accuracy or completeness of this information. As a result, you should be aware that the market and industry data contained and incorporated by reference in this prospectus supplement and the accompanying prospectus, and our beliefs and estimates based on such data, may not be reliable.

**TRADEMARKS, SERVICE MARKS AND COPYRIGHTS**

Burger King Worldwide owns or has rights to trademarks, logos, service marks or trade names that it uses in connection with the operation of its business, including but not limited to Burger King® and BK®. The TDL Group Corp. owns rights to trademarks, logos, service marks or trade names that it uses in connection with the operation of its business, including, but not limited to Tim Hortons®, Timbits® and Tim Card®. Other trademarks, trade names and service marks appearing in this prospectus supplement and the accompanying prospectus and in the documents incorporated by reference herein are the property of their respective owners. Solely for convenience, the trademarks, service marks, trade names and copyrights referred to in this prospectus supplement and the accompanying prospectus may be listed without the TM, SM, ® and © symbols, but such references are not intended to indicate in any way that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, service marks and trade names.

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**SUMMARY**

*This summary highlights the information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. Because this is only a summary, it does not contain all of the information that may be important to you. We encourage you to read this entire prospectus supplement, the accompanying prospectus, the Risk Factors beginning on page S-4 of this prospectus supplement and the information incorporated by reference herein, before making an investment decision.*

**OUR COMPANY**

We are one of the world's largest quick service restaurant ( QSR ) companies with over 19,000 restaurants in approximately 100 countries and U.S. territories as of September 30, 2015 and over 110 years of combined brand heritage. Our *Tim Hortons*<sup>®</sup> and *Burger King*<sup>®</sup> brands have similar franchised business models with complementary daypart mixes. Our two iconic brands are managed independently while benefitting from global scale and sharing of best practices.

Our principal executive offices are located at 226 Wyecroft Road, Oakville, Ontario, Canada L6K 3X7 and our telephone number is (905) 845-6511. We are a Canadian corporation originally formed on August 25, 2014 to serve as the indirect holding company for Tim Hortons Inc. (now The TDL Group Corp.) and its consolidated subsidiaries ( Tim Hortons ) and Burger King Worldwide, Inc. and its consolidated subsidiaries ( Burger King Worldwide ).

**Our Burger King<sup>®</sup> Brand**

Founded in 1954, the *Burger King*<sup>®</sup> brand is the world's second largest fast food hamburger restaurant (FFHR) chain as measured by total number of restaurants. As of September 30, 2015, we owned or franchised a total of 14,669 Burger King restaurants in approximately 100 countries and U.S. territories worldwide. Approximately 100% of these restaurants are franchised.

Burger King restaurants are quick service restaurants that feature flame-grilled hamburgers, chicken and other specialty sandwiches, french fries, soft drinks and other affordably-priced food items. Burger King restaurants appeal to a broad spectrum of consumers, with multiple dayparts and product platforms appealing to different customer groups. During its 60 years of operating history, the *Burger King*<sup>®</sup> brand has developed a scalable and cost-efficient QSR hamburger restaurant model that offers guests fast and delicious food.

**Our Tim Hortons<sup>®</sup> Brand**

Founded in 1964, the *Tim Hortons*<sup>®</sup> brand is one of the largest restaurant chains in North America and the largest in Canada. As of September 30, 2015, we owned or franchised a total of 4,845 Tim Hortons restaurants, located in Canada, the United States and the Gulf Cooperation Council or GCC states of United Arab Emirates, Qatar, Kuwait, Oman and Saudi Arabia. Approximately 100% of these restaurants are franchised.

Tim Hortons restaurants are quick service restaurants with a menu that includes premium blend coffee, tea, espresso-based hot and cold specialty drinks, fresh baked goods, including donuts, Timbits, bagels, muffins, cookies and pastries, grilled paninis, classic sandwiches, wraps, soups and more.

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**RECENT DEVELOPMENTS**

Pursuant to the terms of the partnership agreement governing the Partnership (the partnership agreement), holders of the Partnership exchangeable units have the right, commencing on December 12, 2015, to exchange Partnership exchangeable units for, at our option, either common shares or cash. As of December 3, 2015, we had received exchange notices representing 30.8 million Partnership exchangeable units, including exchange notices in respect of 25.7 million Partnership exchangeable units held by funds affiliated with 3G Capital Partners LP (3G and the funds that hold the Partnership exchangeable units are referred to as the 3G Funds). The Partnership exchangeable units represented by the exchange notices received from the 3G Funds represent approximately 10.5% of the 3G Funds current holdings in RBI, or 5.5% of RBI's common shares (assuming the exchange of all outstanding Partnership exchangeable units by all holders) and do not include any Partnership exchangeable units owned directly or indirectly by the partners of 3G. Pursuant to the terms of the partnership agreement, the Partnership will satisfy the above-mentioned exchange notices by repurchasing 8.15 million Partnership exchangeable units held by the 3G Funds for approximately \$300 million in excess cash and exchanging 22.7 million Partnership exchangeable units held by the 3G Funds and other holders for the same number of newly issued common shares of RBI. Settlement of the 22.5 million exchange notices, in cash or common shares, received as of November 30, 2015 is scheduled to occur on December 14, 2015. The repurchase of Partnership exchangeable units for cash will be based on the 20-day volume weighted average price of our common shares traded on the NYSE in U.S. dollars in accordance with the terms of the partnership agreement. After settlement of the exchange notices on December 14, 2015 and sale of the common shares offered hereby, the 3G Funds will hold approximately 47.5% of RBI's common shares (assuming the exchange of all outstanding Partnership exchangeable units by all holders), which represents approximately 43.2% of the voting power in RBI.

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**THE OFFERING**

The summary below describes the principal terms of this offering. See The Securities Description of RBI Share Capital in the accompanying prospectus for a more detailed description of the common shares.

**Common shares offered by the selling shareholder**

17,542,410 common shares.

**Outstanding common shares**

As of December 8, 2015, we had 202,520,732 common shares issued and outstanding (or 467,562,515 assuming the exchange of all outstanding Partnership exchangeable units by all holders).

**Use of proceeds**

We will not receive any proceeds from the sale of our common shares by the selling shareholder. All of the common shares offered by the selling shareholder pursuant to this prospectus supplement will be sold by the selling shareholder for its own account. We may, however, bear a portion of the expenses of the offering of common shares by the selling shareholder, except that the selling shareholder will pay any applicable underwriting fees, discounts or commissions and certain transfer taxes.

**Voting rights**

Holders of our common shares are entitled to one vote per common share in all shareholder meetings. See The Securities Description of RBI Share Capital section in the accompanying prospectus for information regarding the voting rights of our Class A Preferred Shares and the Partnership exchangeable units.

**Dividend policy**

We declared a cash dividend on our common shares and each Partnership exchangeable unit of \$0.10, \$0.12 and \$0.13 per share for each of the first, second and third quarters of the fiscal year ended December 31, 2015. The amount of dividends, if any, that we pay to our shareholders is determined by our board of directors, at its discretion, and is dependent upon a number of factors, including results of operations, financial condition, contractual restrictions, including the terms of our preferred shares and agreements governing our debt and any future indebtedness we may incur, restrictions imposed by applicable law and other factors that our board of directors deems relevant. We cannot guarantee the amount of dividends paid in the future, if any.

**Listing**

Our common shares are listed for trading on the NYSE and the TSX under the symbol QSR.

**Risk factors**

Investing in our common shares involves substantial risks. See Risk Factors on page S-4 of this prospectus

supplement, on page 2 of the accompanying prospectus and in the documents incorporated by reference into this prospectus supplement and the accompanying prospectus for a description of certain of the risks you should consider before investing in our common shares.

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**RISK FACTORS**

Investing in our securities involves risks. Potential investors are urged to read and consider the risk factors relating to an investment in RBI described below and the other information contained in or incorporated by reference into this prospectus supplement, including our consolidated financial statements and accompanying notes. You should carefully consider the risks and uncertainties described in the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014 ( "2014 Form 10-K" ) incorporated by reference into this prospectus supplement and in the section entitled "Risk Factors" in the accompanying prospectus, in each case, as supplemented and modified by the below. The risks and uncertainties described in these risk factors are not the only ones facing RBI. Additional risks and uncertainties not presently known to us or that we currently consider immaterial may also affect our business operations.

**Risks Related to Our Common Shares and this Offering**

*The 3G Funds hold significant voting power in RBI, and its interests may conflict with or differ from the interests of the other shareholders.*

Upon settlement of the exchange notices and the sale of the shares offered hereby, the 3G Funds will hold approximately 43% of the voting power in RBI. So long as the 3G Funds continue to directly or indirectly own a significant amount of the voting power of RBI, they will continue to be able to strongly influence or effectively control the business decisions of RBI. 3G and the 3G Funds may have interests that are different from those of the other shareholders of RBI, and may exercise their voting and other rights in a manner that may be adverse to the interests of such shareholders.

In addition, this concentration of ownership could have the effect of delaying or preventing a change in control or otherwise discouraging a potential acquiror from attempting to obtain control of RBI, which could cause the market price of our common shares to decline or prevent our shareholders from realizing a premium over the market price for their common shares or Partnership exchangeable units.

3G is in the business of making investments in companies and may from time to time in the future acquire or develop controlling interests in businesses engaged in the QSR industry that complement or directly or indirectly compete with certain portions of our business. In addition, 3G may pursue acquisitions or opportunities that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us.

*Our stock price may be volatile or may decline regardless of our operating performance.*

The market price of our common shares may fluctuate materially from time to time in response to a number of factors, many of which we cannot control, including those described under "Risk Factors - Risks Related to our Business" in our 2014 Form 10-K incorporated by reference into this prospectus supplement. In addition, the stock market in general has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. These broad market and industry factors may materially harm the market price of our common shares, regardless of our operating performance. In addition, our share price may be dependent upon the valuations and recommendations of the analysts who cover our business, and if our results do not meet the analysts' forecasts and expectations, our share price could decline as a result of analysts lowering their valuations and recommendations or otherwise. In the past, following periods of volatility in the market, securities class-action litigation has often been instituted against companies. Such litigation, if instituted against us, could result in substantial costs and diversion of management's attention and resources, which could materially and adversely affect our business, financial condition, results of operations and growth prospects.

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***Future sales of our common shares in the public market could cause volatility in the price of our common shares or cause the share price to fall.***

The common shares being sold in this offering are part of the 22.7 million new shares that we are required to issue in satisfaction of Partnership exchangeable units for which we have currently received exchange notices. There are also an additional 234.4 million Partnership exchangeable units which are exchangeable, on a 1:1 basis, for our common shares commencing on December 12, 2015. The increase of common shares eligible to be traded on the NYSE or the TSX arising from the exchange of the Partnership exchangeable units by the selling shareholder, the sale of common shares received by other holders of Partnership exchangeable units upon exchange or the anticipation thereof could depress the market price of our common shares.

Sales of a substantial number of our common shares in the public market, or the perception that these sales might occur, could depress the market price of our common shares, and could impair our ability to raise capital through the sale of additional equity securities.

Certain holders of our common shares may require us to register their shares for resale under the United States federal and Canadian securities laws under the terms of certain separate registration rights agreements between us and the holders of these securities. Registration of those shares would allow the holders thereof to immediately resell their shares in the public market. Any such sales, or anticipation thereof, could cause the market price of our common shares to decline.

In addition, we have registered common shares that are reserved for issuance under our incentive plans.

***Your percentage ownership in us may be diluted by future issuances of capital stock, which could reduce the influence of our shareholders over matters on which our shareholders vote.***

Our board of directors has the authority, without action or vote of our shareholders, to issue an unlimited number of common shares. For example, we may issue our securities in connection with investments and acquisitions. The number of common shares issued in connection with an investment or acquisition could constitute a material portion of the then-outstanding common shares and could materially dilute the ownership of our shareholders. Issuances of common shares would reduce the influence of our common shareholders over matters on which our shareholders vote.

***There is no assurance that we will pay any cash dividends on our common shares in the future.***

Although our board of directors declared a cash dividend on our common shares for each of the first, second and third quarters of 2015, any future dividends on our common shares will be determined at the discretion of our board of directors and will depend upon results of operations, financial condition, contractual restrictions, including the terms of our preferred shares and agreements governing our debt and any future indebtedness we may incur, restrictions imposed by applicable law and other factors that our board of directors deems relevant. Realization of a gain on an investment in our common shares and in Partnership exchangeable units will depend on the appreciation of the price of our common shares and Partnership exchangeable units, which may never occur.

***We may be treated as a U.S. corporation for U.S. federal income tax purposes.***

As a Canadian corporation, RBI generally would be classified as a non-U.S. corporation (and, therefore, non-U.S. tax resident) under general rules of U.S. federal income taxation. Section 7874 of the Internal Revenue Code of 1986, as amended, however, contains rules that result in a non-U.S. corporation being taxed as a U.S. corporation for U.S. federal income tax purposes, unless certain tests regarding ownership of such entities (as relevant here, ownership by

former Burger King Worldwide stockholders) or level of business activities (as relevant here, business activities in Canada by RBI and its affiliates) were satisfied at the time of the Transactions.

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Based on the terms of the Transactions and the level of business activities of RBI and its affiliates, including Partnership at such time, we believe that one or both such tests was satisfied. However, if it were determined that such tests were not satisfied, and that RBI should be taxed as a U.S. corporation for U.S. federal income tax purposes, RBI could be liable for substantial additional U.S. federal income tax, and the payments of dividends on our common shares would generally be subject to U.S. federal withholding taxes (including under the Foreign Account Tax Compliance Act) retroactive to the issue date.

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**USE OF PROCEEDS**

We will not receive any proceeds from the sale of our common shares by the selling shareholder. All of the common shares offered by the selling shareholder pursuant to this prospectus supplement will be sold by the selling shareholder for its own account. We may, however, bear a portion of the expenses of the offering of common shares by the selling shareholder, except that the selling shareholder will pay any applicable underwriting fees, discounts or commissions and certain transfer taxes.

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**Table of Contents****MARKET PRICE OF OUR COMMON SHARES**

Our common shares are traded and quoted on the NYSE and the TSX under the symbol QSR.

The following table sets forth the high and low per share sales prices for our common shares on the NYSE and TSX for the periods indicated since December 12, 2014, the date of the initial listing of our common shares on the NYSE and TSX, respectively.

<b>Year</b>	<b>NYSE (US\$)</b>		<b>TSX (C\$)</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
<b>2014:</b>				
December 12 to December 31	\$ 42.98	\$ 34.86	\$ 49.99	\$ 34.02
<b>2015:</b>				
First Quarter	\$ 45.71	\$ 37.11	\$ 57.11	\$ 43.77
Second Quarter	\$ 43.26	\$ 36.97	\$ 52.25	\$ 45.39
Third Quarter	\$ 44.60	\$ 34.61	\$ 58.83	\$ 46.47
Fourth Quarter (October 1 to December 8)	\$ 41.33	\$ 34.19	\$ 54.35	\$ 45.14

On December 8, 2015, the last reported sale price of our common shares on the NYSE was \$35.15 and on the TSX was C\$47.77.

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**THE SELLING SHAREHOLDER**

**Partnership Exchangeable Units**

On December 14, 2014, in connection with the transactions that resulted in RBI indirectly acquiring Tim Hortons and Burger King Worldwide, shareholders of Burger King Worldwide had the ability to elect to receive Partnership exchangeable units in the Partnership in lieu of common shares of RBI. Holders of the Partnership exchangeable units have the right, commencing on December 12, 2015, to exchange Partnership exchangeable units for, at our option, either common shares or cash. For more information about the Partnership exchangeable units, see *The Securities* *The Partnership* *The Partnership Exchangeable Units* in the accompanying prospectus.

As of December 3, 2015, we had received exchange notices representing 30.8 million Partnership exchangeable units, including exchange notices in respect of 25.7 million Partnership exchangeable units held by the 3G Funds. The Partnership exchangeable units represented by the exchange notices received from the 3G Funds represent approximately 10.5% of 3G Funds' current holdings in RBI, or 5.5% of RBI's common shares (assuming the exchange of all outstanding Partnership exchangeable units by all holders) and do not include any Partnership exchangeable unit owned directly or indirectly by the partners of 3G.

Pursuant to the terms of the partnership agreement, the Partnership will satisfy the above-mentioned exchange notices by repurchasing 8.15 million Partnership exchangeable units held by the 3G Funds for approximately \$300 million in excess cash and exchanging 22.7 million Partnership exchangeable units held by the 3G Funds and other holders for the same number of newly issued common shares of RBI. Settlement of the 22.5 million exchange notices, in cash or common shares, received as of November 30, 2015 is scheduled to occur on December 14, 2015. The repurchase of Partnership exchangeable units for cash will be based on the 20-day volume weighted average price of our common shares traded on the NYSE in U.S. dollars in accordance with the terms of the partnership agreement. After settlement of the exchange notices on December 14, 2015 and sale of the common shares offered hereby, the 3G Funds will hold approximately 47.5% of RBI's common shares (assuming the exchange of all outstanding Partnership exchangeable units by all holders) which represents approximately 43.2% of the voting power in RBI.

**Registration Rights**

The common shares covered by this prospectus supplement are being registered pursuant to provisions of a registration rights agreement between us and an affiliate of the selling shareholder. We have agreed, subject to certain customary exceptions, to maintain the effectiveness of the registration statement, which includes this prospectus supplement and the accompanying prospectus, until the registrable securities covered by the registration rights agreement are sold and to pay certain expenses related to the offering. For more information regarding the registration rights agreement, see *The Securities* *Registration Rights* in the accompanying prospectus.

**Table of Contents****Ownership of Selling Shareholder**

The following table sets forth information about the beneficial ownership of our common shares by the selling shareholder as of December 4, 2015 and upon sale of the common shares offered hereby. Amounts in this prospectus supplement have been calculated reflecting the December 14, 2015 exchange notice settlement as discussed above, specifically the exchange of 22,540,332 Partnership exchangeable units for RBI common shares, including the 17,542,410 common shares offered hereby, and the repurchase of 8,150,003 Partnership exchangeable units for cash. The number and percentage of shares beneficially owned by the selling shareholder after this offering assumes the sale of all common shares offered hereby. Information in the table below with respect to beneficial ownership has been furnished by the selling shareholder.

	Number of common shares beneficially owned prior to offering <sup>(1)</sup>	% of common shares beneficially owned prior to offering <sup>(2)</sup>	% of total voting power prior to offering <sup>(3)</sup>	Number of shares offered hereby	Number of common shares beneficially owned after offering	% of common shares beneficially owned after offering <sup>(4)</sup>	% of total voting power after offering <sup>(3)</sup>
<b>Selling shareholder</b>							
3G Funds <sup>(1)</sup>	235,708,912	51.3%	46.6%	17,542,410	218,166,502	47.5%	43.2%

- (1) Includes (i) 17,542,410 common shares that will be delivered by us to Holdings L115 LP ( Holdings 1 ), the entity selling the common shares in this offering, on December 14, 2015 in connection with the exchange of Partnership exchangeable units and (ii) 218,166,502 Partnership exchangeable units held by 3G Restaurant Brands Holdings LP, a Cayman Islands exempted company ( 3G RBH ) that are exchangeable for common shares or cash, at our election, at any time after December 12, 2015. Excludes 8,150,003 Partnership exchangeable units that will be repurchased by us from Holdings L215 LP ( Holdings 2 ), on December 14, 2015 pursuant to the terms of the partnership agreement. 3G Restaurant Brands Holdings General Partner Ltd., a Cayman Islands exempted company ( 3G RBH GP ), is the general partner of Holdings 1, Holdings 2 and 3G RBH, which are collectively referred to in this prospectus supplement as the 3G Funds. 3G RBH GP disclaims beneficial ownership of the securities held by Holdings 1, Holdings 2 and 3G RBH except to the extent of its pecuniary interest therein.
- (2) Calculated assuming the exchange of all outstanding Partnership exchangeable units by all holders. If calculated assuming only the exchange of the Partnership exchangeable units held by 3G RBH, the 3G Funds would beneficially own 53.2% of the common shares.
- (3) Based on (i) 225,061,064 common shares outstanding (as adjusted to reflect the exchange of 22,540,332 Partnership exchangeable units for RBI common shares and the repurchase of 8,150,003 Partnership exchangeable units for cash), (ii) 234,351,996 Partnership exchangeable units outstanding and (iii) 68,530,939 preferred shares outstanding, each as of December 4, 2015. The holder of the preferred shares has agreed to vote the number of preferred shares over which it holds voting power in excess of 10% of the total votes attached to all voting shares of RBI in proportion to the vote of the holders of the voting shares voting on such matters. The percentage of Total Voting Power is calculated (i) assuming that the holders of all of the Partnership exchangeable units properly provide voting instructions and (ii) reflecting the carve-back of voting rights imposed on the preferred shares.
- (4) Calculated assuming the exchange of all outstanding Partnership exchangeable units by all holders. If calculated assuming only the exchange of the Partnership exchangeable units held by 3G RBH, the 3G Funds would beneficially own 49.2% of the common shares.

**Material Relationship**

Daniel Schwartz, our Chief Executive Officer and a director on our board, and directors Alexandre Behring, Carlos Alberto Sicupira and Roberto Moses Thompson Motta are directors of 3G, an entity affiliated with the selling shareholder.

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**CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS TO U.S. HOLDERS**

The following discussion is a summary of certain U.S. federal income tax consequences of the purchase, ownership and disposition of our common shares to a U.S. Holder (as defined below), but does not purport to be a complete analysis of all potential tax considerations relevant to a U.S. Holder. This discussion is based upon current U.S. federal income tax law, which is subject to change, possibly with retroactive effect. This discussion does not address all of the U.S. federal income tax consequences that may be relevant to a U.S. Holder in light of such holder's particular circumstances or to U.S. Holders subject to special rules under the U.S. federal income tax laws, including:

banks, other financial institutions, or insurance companies;

tax-exempt entities, qualified retirement plans, individual retirement accounts, or other tax-deferred accounts;

persons who hold shares as part of a straddle, synthetic security, hedge or other integrated transaction, conversion transaction or other integrated investment;

persons who have been, but are no longer, citizens or residents of the United States or former long-term residents of the United States;

controlled foreign corporations or passive foreign investment companies;

persons holding shares through a partnership (including any entity or arrangement treated as a partnership for U.S. federal income tax purposes), S corporation, or other fiscally transparent entity;

dealers or traders in securities, commodities or currencies;

U.S. persons whose functional currency is not the U.S. dollar;

regulated investment companies and real estate investment trusts;

persons who received shares through the exercise of incentive options or through the issuance of restricted stock under an equity incentive plan or through a tax-qualified retirement plan; or

persons who own (directly or constructively) 10 percent or more of our voting shares.

In addition, this discussion is limited to U.S. Holders who hold our common shares as capital assets for U.S. federal income tax purposes, and does not address the U.S. federal alternative minimum tax, any U.S. federal taxes other than the U.S. federal income taxes (such as estate and gift taxes), or any U.S. state, local, or non-U.S. tax considerations.

This discussion is based on the Internal Revenue Code of 1986, as amended (the Code), the Treasury regulations, and judicial and administrative interpretations thereof, each as in effect and available on the date of this prospectus supplement. Each of the foregoing is subject to change, potentially with retroactive effect, and any such change could affect the U.S. federal income tax considerations described below.

### **In General**

For purposes of this discussion, a U.S. Holder is a beneficial owner of our common shares that for U.S. federal income tax purposes is:

a citizen or individual resident of the United States;

a corporation created or organized under the laws of the United States, any state thereof or the District of Columbia;

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an estate whose income is subject to U.S. federal income tax regardless of its source; or

a trust if either (1) a U.S. court is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (2) the trust has a valid election in effect to be treated as a U.S. person under applicable Treasury regulations.

If a partnership or other entity treated as a partnership for U.S. federal income tax purposes holds our common shares, the tax treatment of a partner in the partnership will generally depend upon the status of the partner and the activities of the partnership. A partner in a partnership considering an investment in our common shares should consult its tax advisor with regard to the U.S. federal income tax treatment of the purchase, ownership and disposition of our common shares.

Each prospective purchaser of our common shares should consult its tax advisor concerning the tax consequences of an investment in our common shares in light of its particular circumstances, including the application of the U.S. federal income tax considerations discussed below, as well as the application of state, local, non-U.S. or other tax laws.

### **Characterization of the Company for U.S. Federal Income Tax Purposes**

Under current U.S. federal income tax law, a corporation generally will be considered to be resident for U.S. federal income tax purposes in its place of organization or incorporation. Section 7874 of the Code, and the Treasury regulations promulgated thereunder, however, contain specific rules that may cause a corporation that is not organized or incorporated in the United States to be treated as a U.S. corporation for U.S. federal income tax purposes. These rules are complex, and in some cases, there is limited guidance as to their application. We believe we should not be treated as a U.S. corporation for U.S. federal income tax purposes. However, as discussed above under **Risk Factors** **Risks Related to our Common Shares and this Offering** *RBI may be treated as a U.S. corporation for U.S. federal income tax purposes*, there could be a change in law or subsequent change in facts that could (possibly retroactively) cause us to be treated as a U.S. corporation for U.S. federal income tax purposes. The remainder of this discussion assumes that we will not be treated as a U.S. corporation for U.S. federal income tax purposes under Section 7874 of the Code, but there can be no assurances in this regard. Holders are urged to consult their tax advisors regarding the potential application of Section 7874 of the Code to us and the consequences thereof.

### **Taxation of Distributions**

Subject to the discussion under **Passive Foreign Investment Company Status** below, the gross amount of any distribution made by us with respect to our common shares (including any amounts withheld in respect of Canadian withholding taxes), will be taxable to U.S. Holders as a dividend for U.S. federal income tax purposes to the extent paid out of our current or accumulated earnings and profits (as determined for U.S. federal income tax purposes). Such amount (including any Canadian taxes withheld) will be included in a U.S. Holder's gross income as ordinary income on the day actually or constructively received. Such dividends will not be eligible for the dividends received deduction allowed to corporations. To the extent that the amount of any distribution exceeds our earnings and profits, the distribution will first be treated as a tax-free return of capital (with a corresponding reduction in the adjusted tax basis of a U.S. Holder's common shares), and thereafter will be taxed as capital gain recognized on a taxable disposition.

Subject to the discussion under **Passive Foreign Investment Company Status** below, as long as our common shares are traded on the NYSE (or certain other exchanges including the TSX) and/or we qualify for benefits under the U.S.-Canada Tax Treaty, dividends received by individuals and other non-corporate U.S. Holders will be subject to tax at preferential rates applicable to long-term capital gains, provided that such holders hold the common shares for

more than 60 days during the 121-day period beginning 60 days before the ex-dividend date and meet other requirements. U.S. Holders should consult their tax advisors regarding the application of the relevant rules to their particular circumstances.

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The amount of any dividend paid in a foreign currency will be the U.S. dollar amount calculated by reference to the exchange rate in effect on the date of receipt, regardless of whether the payment is in fact converted into U.S. dollars. If the dividend is converted into U.S. dollars on the date of receipt, U.S. holders generally will not be required to recognize foreign currency gain or loss in respect of the dividend income. However, a U.S. Holder may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of receipt. The foreign currency gain or loss will be equal to the difference, if any, between (i) the U.S. dollar value of the amount included in income when the dividend was received and (ii) the amount received on the conversion of the foreign currency into U.S. dollars. Generally, any such gain or loss will be treated as ordinary income or loss and will generally be treated as U.S. source income. U.S. Holders are encouraged to consult their tax advisors regarding the treatment of foreign currency gain or loss on any foreign currency received that is converted into U.S. dollars on a date subsequent to the date of receipt.

A dividend distribution will generally be treated as foreign source passive income for U.S. foreign tax credit purposes. A U.S. Holder may be entitled to deduct or credit any Canadian withholding taxes on dividends in determining its U.S. income tax liability, subject to certain limitations (including that the election to deduct or credit foreign taxes applies to all of such U.S. Holder's foreign taxes for a particular tax year). The rules governing the calculation and timing of foreign tax credits and the deduction of foreign taxes are complex and depend upon a U.S. Holder's particular circumstances. U.S. Holders should consult their tax advisors regarding the availability of the foreign tax credit in their particular circumstances.

## **Sale or Other Disposition of Common Shares**

Subject to the discussion under **Passive Foreign Investment Company Status** below, a U.S. Holder will recognize gain or loss for U.S. federal income tax purposes upon a sale or other disposition of its common shares in an amount equal to the difference, if any, between the amount realized from such sale or disposition and the U.S. Holder's adjusted tax basis in such common shares. Such gain or loss will be capital gain or loss and will be long term capital gain or loss if our common shares have been held for more than one year. Long term capital gain recognized by individuals and other non-corporate U.S. Holders are generally eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations.

If a Canadian tax is imposed on the sale or other disposition of our common shares, a U.S. Holder's amount realized will include the gross amount of the proceeds before deduction of the Canadian tax. Because a U.S. Holder's gain from the sale or other disposition of common shares will generally be U.S. source gain, a U.S. Holder generally will be unable to claim a credit against its U.S. federal tax liability for any Canadian tax on any such gains. In lieu of claiming a foreign tax credit, a U.S. Holder may elect to deduct foreign taxes, including Canadian taxes, if any, in computing taxable income, subject to generally applicable limitations under U.S. federal income tax law (including that the election to deduct or credit foreign taxes applies to all of such U.S. Holder's foreign taxes for a particular tax year). The rules governing the calculation and timing of foreign tax credits and the deduction of foreign taxes are complex and depend upon a U.S. Holder's particular circumstances. U.S. Holders should consult their tax advisors regarding the availability of the foreign tax credit in their particular circumstances.

## **Medicare Tax**

Certain U.S. Holders that are individuals, estates or trusts are subject to a 3.8% tax on all or a portion of their net investment income, which may include all or a portion of their dividend income and net gains from the disposition of common shares. Each U.S. Holder that is an individual, estate or trust is encouraged to consult its tax advisors regarding the applicability of the Medicare tax to its income and gains in respect of its investment in the common shares.

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**Table of Contents****Passive Foreign Investment Company Status**

Certain adverse tax consequences could apply to a U.S. Holder if we are treated as a passive foreign investment company, or PFIC, for any taxable year during which the U.S. Holder holds our common shares. A non-U.S. corporation, such as our company, will be classified as a PFIC for U.S. federal income tax purposes for any taxable year in which, after applying certain look-through rules, either (i) 75% or more of its gross income for such year consists of certain types of passive income or (ii) 50% or more of the value of its assets (determined on the basis of a quarterly average) during such year produce or are held for the production of passive income. Passive income generally includes dividends, interest, royalties, rents, annuities, net gains from the sale or exchange of property producing such income and net foreign currency gains. Based on current income, assets and activities, we believe that we are not a PFIC for the current taxable year, and that we will not become a PFIC for the foreseeable future. However, the determination of whether we are or will be a PFIC must be made annually as of the close of each taxable year. Because PFIC status depends upon the composition of our income and assets and the market value of our common shares and our assets from time to time, there can be no assurance that we will not be considered a PFIC for any taxable year, or that the U.S. Internal Revenue Service (the IRS) or a court will agree with our determination.

If we were to be treated as a PFIC, U.S. Holders of our common shares could be subject to certain adverse U.S. federal income tax consequences with respect to gain realized on a taxable disposition of such shares, and certain distributions received on such shares. In addition, dividends received with respect to our common shares would not constitute qualified dividend income eligible for preferential tax rates if we are treated as a PFIC for the taxable year of the distribution or for the preceding taxable year. Certain elections (including a mark-to-market election) may be available to U.S. Holders to mitigate some of the adverse tax consequences resulting from PFIC treatment. We do not expect to provide U.S. Holders with the information that is necessary to make a qualified electing fund election. U.S. Holders should consult their tax advisors regarding the application of the PFIC rules to their investment in our common shares.

**Foreign Asset Reporting**

Certain U.S. Holders may be required to submit to the IRS certain information with respect to their beneficial ownership of our common shares, if such common shares are not held on their behalf by a financial institution. Substantial penalties may be imposed on a U.S. Holder if such U.S. Holder is required to submit such information to the IRS and fails to do so.

**FATCA**

Pursuant to legislation commonly known as the Foreign Account Tax Compliance Act ( FATCA ), foreign financial institutions (which include most foreign hedge funds, private equity funds, mutual funds, securitization vehicles and other investment vehicles) and certain other foreign entities must comply with information reporting rules with respect to their U.S. account holders and investors or be subject to a withholding tax on certain U.S. source payments made to them (whether received as a beneficial owner or as an intermediary for another party). More specifically, a foreign financial institution or other foreign entity that does not comply with FATCA reporting requirements will generally be subject to a 30% withholding tax with respect to withholdable payments. For this purpose, withholdable payments include generally U.S.-source payments otherwise subject to nonresident withholding tax (e.g., U.S.-source dividends) and also include the gross proceeds from the sale or any equity of U.S. issuers (including entities treated as U.S. corporations for U.S. Federal income tax purposes). The FATCA withholding tax will apply even if the payment would otherwise not be subject to U.S. nonresident withholding tax (e.g., because it is capital gain). With respect to gross proceeds from the sale of equity, final Treasury regulations and IRS guidance defer this withholding obligation until January 1, 2019.

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**Information Reporting and Backup Withholding**

Dividend payments with respect to our common shares and proceeds from the sale, exchange or redemption of our common shares, may be subject to information reporting to the IRS and possible U.S. federal backup withholding. Backup withholding will not apply, however, to a U.S. Holder who furnishes a correct taxpayer identification number and makes other required certifications, or who is otherwise exempt from backup withholding and establishes such exempt status.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a U.S. Holder's U.S. federal income tax liability, and a U.S. Holder generally may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing the appropriate claim for refund with the IRS and furnishing any required information.

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**CERTAIN CANADIAN INCOME TAX CONSIDERATIONS**

The following summary describes the principal Canadian federal income tax considerations generally applicable to a purchaser who acquires as beneficial owner common shares pursuant to this offering and who, at all relevant times, for purposes of the Income Tax Act (Canada) and the Income Tax Regulations (collectively, the Tax Act ), (1) is not, and is not deemed to be, resident in Canada under the Tax Act or any applicable income tax convention; (2) does not use or hold the common shares in a business carried on in Canada; (3) deals at arm's length with RBI, the underwriter and the selling shareholder; (4) is not affiliated with RBI, the underwriter or the selling shareholder; (5) holds the common shares as capital property (a Holder ); and (6) is not an authorized foreign bank or a registered non-resident insurer , as such terms are defined in the Tax Act (a Non-Resident Holder ). Special rules, which are not discussed in this summary, may apply to a non-Canadian holder that is an insurer that carries on an insurance business in Canada and elsewhere. Generally, the common shares will be capital property to a Holder provided the Holder does not acquire or hold those common shares in the course of carrying on a business or as part of an adventure or concern in the nature of trade.

This summary is based on the current provisions of the Tax Act and the Canadian-United States Tax Convention (1980), as amended (the Convention ), and an understanding of the current administrative policies and assessing practices of the Canada Revenue Agency published in writing prior to the date hereof. This summary takes into account all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the Proposed Amendments ) and assumes that all Proposed Amendments will be enacted in the form proposed. However, no assurances can be given that the Proposed Amendments will be enacted as proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law or administrative policy or assessing practice whether by legislative, administrative or judicial action nor does it take into account tax legislation or considerations of any province, territory or foreign jurisdiction, which may differ from those discussed herein.

**This summary is of a general nature only and is not, and is not intended to be, legal or tax advice to any particular shareholder. This summary is not exhaustive of all Canadian federal income tax considerations. Accordingly, prospective purchasers of common shares should consult their own tax advisors having regard to their own particular circumstances.**

Generally, for purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of the common shares must be converted into Canadian dollars based on the exchange rates as determined in accordance with the Tax Act. The amount of dividends required to be included in the income of, and capital gains or capital losses realized by, a Non-Resident Holder may be affected by fluctuations in the Canadian / U.S. dollar exchange rate.

**Dividends**

Dividends paid or credited on the common shares or deemed to be paid or credited on the common shares to a Non-Resident Holder will be subject to Canadian withholding tax at the rate of 25% on the gross amount of the dividend, subject to any reduction in the rate of withholding to which the Non-Resident Holder is entitled under an applicable income tax convention. For example, under the Convention, where dividends on the common shares are considered to be paid to or derived by a Non-Resident Holder that is the beneficial owner of the dividends and is a U.S. resident for the purposes of, and is entitled to all of the benefits of the provisions of, the Convention, the applicable rate of Canadian withholding tax is generally reduced to 15%. Not all persons who are residents of the U.S. for purposes of the Convention will qualify for the benefits of the Convention. A Non-Resident Holder who is a resident of the U.S. is advised to consult its tax advisor in this regard.

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