

# FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>CURTIS THOMAS BENJAMIN</b>  (Last) (First) (Middle)  <b>5707 BLUE LAGOON DRIVE</b>  (Street)  <b>MIAMI, FL 33126</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Restaurant Brands International Inc. [QSR]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>See Remarks</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>4/4/2024</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares								27,104.1023	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Share Units	(1)	4/4/2024		A		31.1693		(3)	(3)	Common Shares	31.1693	\$0	4,152.5081	D	
Performance Share Units	(4)	4/4/2024		A		123.6596		9/1/2024	9/1/2024	Common Shares	123.6596	\$0	16,474.4509	D	
Restricted Share Units	(1)	4/4/2024		A		40.8702		(6)	(6)	Common Shares	40.8702	\$0	5,444.9009	D	
Performance Share Units	(2)	4/4/2024		A		122.6106		12/15/2024	12/15/2024	Common Shares	122.6106	\$0	16,334.7028	D	
Restricted Share Units	(1)	4/4/2024		A		37.0376		(8)	(8)	Common Shares	37.0376	\$0	4,934.3037	D	
Performance Share Units	(9)	4/4/2024		A		319.9073		2/25/2025	2/25/2025	Common Shares	319.9073	\$0	42,619.3768	D	
Restricted Share Units	(1)	4/4/2024		A		53.165		(10)	(10)	Common Shares	53.165	\$0	7,082.8652	D	
Performance Share Units	(11)	4/4/2024		A		345.4868		2/22/2026	2/22/2026	Common Shares	345.4868	\$0	46,027.1899	D	
Restricted Share Units	(1)	4/4/2024		A		109.8362		(12)	(12)	Common Shares	109.8362	\$0	14,632.8362	D	
Performance Share Units	(13)	4/4/2024		A		451.4833		3/15/2027	3/15/2027	Common Shares	451.4833	\$0	60,148.4833	D	

**Explanation of Responses:**

- (1) Each restricted share unit represents a contingent right to receive one common share.
- (2) Represents dividend equivalent rights that accrued on the underlying award of restricted share units. Dividend equivalent rights accrue when and as

dividends are paid on the common shares underlying the applicable restricted share units and vest proportionately with and are subject to settlement and expiration upon the same terms as the restricted share units to which they relate.

- (3) These restricted share units vest in equal installments on December 31, 2021, December 31, 2022, December 31, 2023 and December 31, 2024.
- (4) The shares reported represent an award of performance based restricted share units ("2021-1 PBRsUs") granted to the Reporting Person. The 2021-1 PBRsUs will have a performance period beginning January 1, 2021 and ending December 31, 2023 and to the extent earned will vest on September 1, 2024, the number of common shares that will be earned at the end of the performance period is subject to increase or decrease based on the results of the performance condition.
- (5) Represents dividend equivalent rights that accrued on the underlying award of performance based restricted share units. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the applicable performance based restricted share units and vest proportionately with and are subject to settlement and expiration upon the same terms as the restricted share units to which they relate.
- (6) These restricted share units vest in equal installments on December 15, 2022, December 15, 2023 and December 15, 2024.
- (7) The shares reported represent an award of performance based restricted share units ("2021-2 PBRsUs") granted to the Reporting Person. The 2021-2 PBRsUs will have a performance period beginning January 1, 2021 and ending December 31, 2023 and to the extent earned will vest on December 15, 2024, the number of common shares that will be earned at the end of the performance period is subject to increase or decrease based on the results of the performance condition.
- (8) These restricted share units vest in equal installments on December 31, 2022, December 31, 2023, December 31, 2024 and December 31, 2025.
- (9) The shares reported represent an award of performance based restricted share units ("2022 PBRsUs") granted to the Reporting Person. The 2022 PBRsUs will have a performance period beginning January 1, 2022 and ending December 31, 2024 and to the extent earned will vest on February 25, 2025. The number of common shares that will be earned at the end of the performance period is subject to increase or decrease based on the results of the performance condition.
- (10) These restricted share units vest in equal installments on December 15, 2023, December 15, 2024, December 15, 2025 and December 15, 2026.
- (11) The shares reported represent an award of performance based restricted share units ("2023 PBRsUs") granted to the Reporting Person. The 2023 PBRsUs will have a performance period beginning January 1, 2023 and ending December 31, 2025 and to the extent earned will vest on February 22, 2026, the number of common shares that will be earned at the end of the performance period is subject to increase or decrease based on the results of the performance condition.
- (12) These restricted share units vest in equal installments on December 15, 2024, December 15, 2025, December 15, 2026 and December 15, 2027.
- (13) The shares reported represent an award of performance based share units ("2024 PSUs") granted to the Reporting Person. The 2024 PSUs will have a performance period beginning February 23, 2024 and ending February 23, 2027 and to the extent earned will vest on March 15, 2027. The number of common shares that will be earned at the end of the performance period is subject to increase or decrease based on the results of the performance period.

**Remarks:**

President, Burger King U.S. and Canada

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CURTIS THOMAS BENJAMIN 5707 BLUE LAGOON DRIVE MIAMI, FL 33126			See Remarks	

**Signatures**

/s/ Michele Keusch, as Attorney-in-Fact for Thomas B. Curtis IV

4/8/2024

\*\*Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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