

# FORM 4

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

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

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### 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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Athayde Felipe A		Restaurant Brands International Inc. [QSR]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Brand Pres., Popeyes, Americas</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
5707 BLUE LAGOON DRIVE		6/30/2020			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
MIAMI, FL 33126				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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 Stock								20953	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				
Option (right to buy)	\$42.26							(1)	3/5/2025	Common Shares	3714		3714	D	
Option (right to buy)	\$42.26							(1)	3/5/2025	Common Shares	133333		133333	D	
Restricted Share Units	(2)							(3)	(3)	Common Shares	10692		10692	D	
Dividend Equivalent Rights	(4)	6/30/2020		A		111.5469		(5)	(5)	Common Shares	111.5469	\$0.00	1271.4033	D	
Restricted Share Units	(2)							(6)	(6)	Common Shares	6833		6833	D	
Dividend Equivalent Rights	(4)	6/30/2020		A		70.2666		(7)	(7)	Common Shares	70.2666	\$0.00	703.0956	D	
Restricted Share Units	(2)							(8)	(8)	Common Shares	3307		3307	D	
Dividend Equivalent Rights	(4)	6/30/2020		A		33.5768		(9)	(9)	Common Shares	33.5768	\$0.00	294.1105	D	
Performance Share Units	(10)							2/6/2021	2/6/2021	Common Shares	80800		80800	D	
Dividend Equivalent Rights	(4)	6/30/2020		A		842.8942		(11)	(11)	Common Shares	842.8942	\$0.00	9600.4004	D	
Restricted Share Units	(2)							(12)	(12)	Common Shares	6907		6907	D	
Dividend Equivalent Rights	(4)	6/30/2020		A		67.9552		(13)	(13)	Common Shares	67.9552	\$0.00	381.1907	D	
Option (right to buy)	\$64.75							2/22/2024	2/21/2029	Common Shares	30000		30000	D	
Option (right to buy)	\$66.31							2/21/2025	2/20/2030	Common Shares	15000		15000	D	
Restricted Share Units	(2)							(14)	(14)	Common Shares	4415		4415	D	
Dividend Equivalent Rights	(4)	6/30/2020		A		42.1737		(15)	(15)	Common Shares	42.1737	\$0.00	108.126	D	
Performance Share Units	(16)							2/21/2025	2/21/2025	Common Shares	15000		15000	D	
Dividend Equivalent Rights	(17)	6/30/2020		A		143.2854		(18)	(18)	Common Shares	143.2854	\$0.00	367.3589	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				
Performance Share Units	(19)							2/21/2025	2/21/2025	Common Shares	20000		20000	D	

**Explanation of Responses:**

- (1) These options are immediately exercisable.
- (2) Each restricted share unit represents a contingent right to receive one common share.
- (3) These restricted share units vest on December 31, 2020.
- (4) Each whole dividend equivalent right represents a contingent right to receive one common share.
- (5) These dividend equivalent rights accrued on the 2016 restricted share unit award (the "2016 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2016 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2016 RSUs to which they relate.
- (6) These restricted share units vest on December 31, 2021.
- (7) These dividend equivalent rights accrued on the 2017 restricted share unit award (the "2017 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2017 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2017 RSUs to which they relate.
- (8) These restricted share units vest on December 31, 2022.
- (9) These dividend equivalent rights accrued on the 2018 restricted share unit award (the "2018 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2018 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2018 RSUs to which they relate.
- (10) The shares reported represent an award of performance based restricted share units (the "2016 PBRsUs") granted to the Reporting Person. The 2016 PBRsUs had a three-year performance period beginning January 1, 2015 and ending December 31, 2018 and will vest 100% on February 26, 2021, which is the fifth anniversary of the grant date.
- (11) These dividend equivalent rights accrued on the 2016 PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2016 PBRsUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2016 PBRsUs to which they relate.
- (12) These restricted share units vest on December 31, 2023.
- (13) 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.
- (14) These restricted share units vest on December 31, 2024.
- (15) These dividend equivalent rights accrued on the 2020 restricted share unit award (the "2020 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2020 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2020 RSUs to which they relate.
- (16) The shares reported represent an award of performance based restricted share units ("2020 PBRsUs") granted to the Reporting Person. The 2020 PBRsUs will have a performance period beginning January 1, 2019 and ending December 31, 2022 and to the extent earned will vest 100% on February 21, 2025, which is the fifth anniversary of the grant date. 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.
- (17) Each whole dividend equivalent right represents a contingent right to receive one common share, subject to increase or decrease based on the results of the Issuer performance condition.
- (18) These dividend equivalent rights accrued on the 2020 PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2020 PBRsUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2020 PBRsUs to which they relate.
- (19) The shares reported represent an award of 2020 PBRsUs granted to the Reporting Person. The 2020 PBRsUs will have a performance period beginning January 1, 2019 and ending December 31, 2022 and to the extent earned will vest 100% on February 21, 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Athayde Felipe A 5707 BLUE LAGOON DRIVE MIAMI, FL 33126			Brand Pres., Popeyes, Americas	

**Signatures**

/s/ Michele Keusch, As Attorney-in-Fact for Felipe A. Athayde

7/2/2020

—<sup>\*\*</sup>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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