

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 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) | |
| Friesner Jacqueline | | 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) See Remarks | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| 226 WYECROFT ROAD | | 2/24/2017 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| OAKVILLE, A6 L6K 3X7 | | | | <input 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 Shares | 2/24/2017 | | A | | 1645 (1) | A | \$55.55 (2) | 6405 | 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 | | | | |
| Exchangeable units (3)(4) | (3)(4) | | | | | | (4) | (4) | Common Shares | 9098 | | 9098 | D | |
| Option (right to buy) | \$3.54 | | | | | | (5) | 2/2/2021 | Common Shares | 84840 | | 84840 | D | |
| Option (right to buy) | \$3.54 | | | | | | | 12/31/2016 | 2/20/2022 | Common Shares | | 6771 | D | |
| Option (right to buy) | \$3.97 | | | | | | | 3/1/2017 | 2/28/2022 | Common Shares | | 50305 | D | |
| Option (right to buy) | \$18.25 | | | | | | | 12/31/2017 | 2/28/2023 | Common Shares | | 4657 | D | |
| Option (right to buy) | \$18.25 | | | | | | | 3/1/2018 | 2/28/2023 | Common Shares | | 20000 | D | |
| Option (right to buy) | \$27.28 | | | | | | | 12/31/2018 | 3/6/2024 | Common Shares | | 6392 | D | |
| Option (right to buy) | \$27.28 | | | | | | | 3/7/2019 | 3/6/2024 | Common Shares | | 20000 | D | |
| Option (right to buy) | \$42.26 | | | | | | | 12/31/2019 | 3/5/2025 | Common Shares | | 6005 | D | |
| Option (right to buy) | \$42.26 | | | | | | | 3/6/2020 | 3/5/2025 | Common Shares | | 40000 | D | |
| Restricted Share Units | (6) | | | | | | | (7) | (7) | Common Shares | | 8630 | D | |
| Dividend Equivalent Rights | (8) | | | | | | | (9) | (9) | Common Shares | | 125.3117 | D | |
| Option (right to buy) | \$33.67 | | | | | | | 2/26/2021 | 2/25/2026 | Common Shares | | 50000 | D | |
| Restricted Share Units | (6) | 2/24/2017 | | A | | 4800 (10) | | (11) | (11) | Common Shares | \$0.00 | 4800 | D | |
| Option (right to buy) | \$55.55 | 2/24/2017 | | A | | 20000 | | 2/24/2022 | 2/23/2027 | Common Shares | \$0.00 | 20000 | D | |

Explanation of Responses:

(1) The shares reported represent common shares purchased from the Issuer by the Reporting Person upon exercise of her investment rights pursuant to the

Issuer's 2016 Bonus Swap Program under its Amended and Restated 2014 Omnibus Incentive Plan ("2014 Plan"). The Reporting Person elected to use 50% of her 2016 net bonus to purchase common shares at a purchase price of \$55.55 per share ("Investment Shares").

- (2) Pursuant to the Issuer's 2014 Plan, the purchase price of the Investment Shares is, and the number of matching restricted share units described in footnote 10 below pursuant to the Issuer's 2016 Bonus Swap Program is calculated based on, the last sales price of a common share of the Issuer on the New York Stock Exchange on the trading day immediately preceding the grant date, in this case February 23, 2017.
- (3) On December 12, 2014, Burger King Worldwide, Inc. ("Burger King Worldwide") consummated the business combination (the "Merger") pursuant to the Arrangement Agreement and Plan of Merger dated August 26, 2014 by and among Burger King Worldwide, Tim Hortons Inc., Restaurant Brands International Inc., Restaurant Brands International Limited Partnership and the other parties thereto (the "Arrangement Agreement"). Pursuant to the Reporting Person's election under the Arrangement Agreement, each share of Burger King Worldwide common stock previously held by the Reporting Person was converted into one Restaurant Brands International Limited Partnership exchangeable unit.
- (4) Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election, at any time after the one year anniversary of the Merger, into common shares of Restaurant Brands International Inc. or a cash amount equal to a prescribed cash amount determined by reference to the weighted average trading price of Restaurant Brands International Inc.'s common shares on the New York Stock Exchange for the 20 consecutive trading days ending on the last business day prior to the exchange date, at the sole discretion of the general partner of Restaurant Brands International Limited Partnership (subject to the consent of the Restaurant Brands International Inc. conflicts committee, in certain circumstances). This conversion right has no expiration date.
- (5) These options are immediately exercisable.
- (6) Each restricted share unit represents a contingent right to receive one common share.
- (7) These restricted share units vest on December 31, 2020.
- (8) Each dividend equivalent right represents a contingent right to receive one common share.
- (9) 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.
- (10) The Issuer granted the 2017 restricted share units ("2017 RSUs") to the Reporting Person pursuant to the Issuer's 2016 Bonus Swap Program under its 2014 Plan. The Reporting Person elected to use 50% of her 2016 net bonus to purchase Investment Shares and received a matching grant of 2017 RSUs in an amount equal to 50% of her gross bonus, multiplied by a multiple based on the Reporting Person's position level with the Issuer ("RSU Multiplier"), and divided by the purchase price of \$55.55 per share. The RSU Multiplier was 1.75 for vice presidents. If the Reporting Person sells 50% or less of the Investment Shares, she will forfeit 2,400 of the 2017 RSUs and a proportionate number of the remaining 2017 RSUs based on the number of Investment Shares sold. If the Reporting Person sells more than 50% of the Investment Shares, she will forfeit all of the 2017 RSUs.
- (11) These restricted share units vest on December 31, 2021.

Remarks:
VP, Controller and Principal Accounting Officer

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Friesner Jacqueline 226 WYECROFT ROAD OAKVILLE, A6 L6K 3X7 | | | See Remarks | |

Signatures

/s/ Lisa Giles-Klein, As Attorney-in-Fact for Jacqueline Friesner

2/28/2017

**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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