

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

1. Name and Address of Reporting Person * DOYLE J PATRICK (Last) (First) (Middle) C/O RESTAURANT BRANDS INTERNATIONAL INC., 130 KING STREET WEST; SUITE 300 (Street) TORONTO, A6 M5X 1E1 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Restaurant Brands International Inc. [QSR] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/3/2025</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Executive Chairman 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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								127,000.6322	D	
Common Shares								500,000	I	By LLC (L)

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)	\$66.74							11/21/2027	11/20/2032	Common Shares	2,000,000		2,000,000	D	
Restricted Share Units	(L)	1/3/2025		A		2,827.8897 (L)		(L)	(L)	Common Shares	2,827.8897	\$0	322,476.9434	D	
Performance Share Units	(L)	1/3/2025		A		7,069.7243 (L)		(L)	(L)	Common Shares	7,069.7243	\$0	806,192.3585	D	

Explanation of Responses:

- (1) These shares are held by Lodgepole 231 LLC, a Delaware limited liability company ("L231LLC"). The Reporting Person is a member of L231LLC and the Investment Manager with the sole voting and dispositive power over all of the assets of L231LLC, including the shares. The Reporting Person disclaims beneficial ownership of the securities held by L231LLC except to the extent of his pecuniary interest therein.
- (2) Each restricted share unit represents a contingent right to receive one common share.
- (3) 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.
- (4) These restricted share units vest in equal installments on November 21, 2023, November 21, 2024, November 21, 2025, November 21, 2026 and November 21, 2027.

- (5) The performance based restricted share units ("PBRsUs") will have a performance period beginning November 21, 2022 and ending May 21, 2028 and may be earned from 50% for the threshold performance to 200% for maximum performance, based on meeting performance targets tied to the appreciation of the price of RBI common shares.
- (6) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOYLE J PATRICK C/O RESTAURANT BRANDS INTERNATIONAL INC. 130 KING STREET WEST; SUITE 300 TORONTO, A6 M5X 1E1	X		Executive Chairman	

Signatures

/s/ Michele Keusch, as Attorney-in-Fact for J. Patrick Doyle

1/7/2025

**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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