

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 * KLEIN JEFFREY W (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]	5. Relationship of Reporting Person(s) to Issuer (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) President, Popeyes-US & Canada
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/3/2025</p>		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	1/3/2025		A		32,0549 (1)	A	\$0	11,605,5425	D	
Common Shares	1/6/2025		S		1,734.15 (2)	D	\$64.2	9,871.3925	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	(3)	1/3/2025		A		14.1155 (4)		(5)	(5)	Common Shares	14.1155	\$0	1,609.6577	D	
Performance Share Units	(6)	1/3/2025		A		96.1744 (7)		2/25/2025	2/25/2025	Common Shares	96.1744	\$0	10,967.2015	D	
Restricted Share Units	(3)	1/3/2025		A		32.8559 (4)		(8)	(8)	Common Shares	32.8559	\$0	3,746.7069	D	
Performance Share Units	(9)	1/3/2025		A		89.6851 (7)		2/22/2026	2/22/2026	Common Shares	89.6851	\$0	10,227.1897	D	
Performance Share Units	(10)	1/3/2025		A		200.624 (7)		3/15/2027	3/15/2027	Common Shares	200.624	\$0	22,878.0578	D	

Explanation of Responses:

- (1) Represents shares settled from dividend equivalent rights that accrued on a vested restricted share unit award in respect of dividends that were paid after the vesting of the award with a record date prior to the vesting of the award.
- (2) Represents shares sold to cover withholding tax obligations on the settlement of the previously reported vesting of the Reporting Person's restricted share units.
- (3) Each restricted share unit represents a contingent right to receive one common share.
- (4) 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.

- (5) These restricted share units vest in equal installments on December 15, 2023, December 15, 2024, December 15, 2025 and December 15, 2026.
- (6) The shares reported represent an award of performance base share units (the "2022 PBRsUs") granted to the Reporting Person. The 2022 PBRsUs will have a performance period beginning on 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.
- (7) 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.
- (8) These restricted share units vest in equal installments on December 15, 2024, December 15, 2025, December 15, 2026 and December 15, 2027.
- (9) 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.
- (10) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN JEFFREY W C/O RESTAURANT BRANDS INTERNATIONAL INC. 130 KING STREET WEST; SUITE 300 TORONTO, A6 M5X 1E1			President, Popeyes-US & Canada	

Signatures

/s/ Michele Keusch, as Attorney-in-Fact for Jeffrey W. Klein

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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