

FORM 4

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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**

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 * Siddiqui Sami A. (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) Chief Financial Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/31/2024</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	12/31/2024		M		8,475.9179	A	(1)	27,435.6623	D	
Common Shares	12/31/2024		M		2,914.0688	A	(1)	30,349.7311	D	
Common Shares	12/31/2024		M		2,374.1132	A	(1)	32,723.8443	D	
Common Shares								178,589	I	By Trust (2)

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

1. Title of Derivative 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)	\$55.55							(3)	2/23/2027	Common Shares	80,000		80,000	D		
Option (Right to Buy)	\$66.31								2/21/2025	2/20/2030	Common Shares	20,000		20,000	D	
Restricted Share Units	(4)	12/31/2024		M		8,475.9179		(5)	(5)	Common Shares	8,475.9179	\$0	0	D		
Performance Share Units	(6)								2/21/2025	2/21/2025	Common Shares	23,665.8324		23,665.8324	D	
Performance Share Units	(7)								2/21/2025	2/21/2025	Common Shares	22,893.9526		22,893.9526	D	
Restricted Share Units	(4)	12/31/2024		M		2,914.0688		(8)	(8)	Common Shares	2,914.0688	\$0	0	D		
Restricted Share Units	(4)	12/31/2024		M		2,374.1132		(9)	(9)	Common Shares	2,374.1132	\$0	2,374.1131	D		
Performance Share Units	(10)								2/25/2025	2/25/2025	Common Shares	43,324.3042		43,324.3042	D	
Restricted Share Units	(4)								(11)	(11)	Common Shares	4,703.1512		4,703.1512	D	

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

1. Title of Derivative 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	(12)							2/22/2026	2/22/2026	Common Shares	38,990.4023		38,990.4023	D	
Restricted Share Units	(4)							(13)	(13)	Common Shares	10,708.3046		10,708.3046	D	
Performance Share Units	(14)							3/15/2027	3/15/2027	Common Shares	47,555.9337		47,555.9337	D	

Explanation of Responses:

- (1) Represents the vesting of the Reporting Person's restricted share units, which will settle shortly thereafter. Any shares that are withheld or sold to satisfy tax obligations will be reported separately in connection with the settlement.
- (2) These shares are held by a revocable trust, of which the Reporting Person is the settlor and trustee for the benefit of the Reporting Person.
- (3) These options are fully vested and exercisable.
- (4) Each restricted share unit represents a contingent right to receive one common share.
- (5) These restricted share units vest on December 31, 2024.
- (6) The shares reported represent an award of performance based restricted share units (the "2020-1 PBRsUs") granted to the Reporting Person. The 2020-1 PBRsUs have a performance period ending December 31, 2021 and will vest on February 21, 2025, which is the fifth anniversary of the grant date.
- (7) The shares reported represent an award of performance based restricted share units ("2020-2 PBRsUs") granted to the Reporting Person. The 2020-2 PBRsUs will have a performance period beginning January 1, 2021 and ending December 31, 2021 and will vest on February 21, 2025, which is the fifth anniversary of the grant date.
- (8) These restricted share units vest in equal installments on December 31, 2021, December 31, 2022, December 31, 2023 and December 31, 2024.
- (9) These restricted share units vest in equal installments on December 31, 2022, December 31, 2023, December 31, 2024 and December 31, 2025.
- (10) 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.
- (11) These restricted share units vest in equal installments on December 15, 2023, December 15, 2024, December 15, 2025 and December 15, 2026.
- (12) 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.
- (13) These restricted share units vest in equal installments on December 15, 2024, December 15, 2025, December 15, 2026 and December 15, 2027.
- (14) 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 condition.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Siddiqui Sami A. C/O RESTAURANT BRANDS INTERNATIONAL INC. 130 KING STREET WEST; SUITE 300 TORONTO, A6 M5X 1E1			Chief Financial Officer	

Signatures

/s/ Michele Keusch, as Attorney-in-Fact for Sami Siddiqui

1/3/2025

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.