

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 * CURTIS THOMAS BENJAMIN (Last) (First) (Middle) C/O RESTAURANT BRANDS INTERNATIONAL INC., 5707 BLUE LAGOON DRIVE (Street) MIAMI, FL 33126 (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">2/28/2025</p> | 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) See Remarks |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 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 | 2/28/2025 | | A | | 2,502 (1) | A | \$65.19 (2) | 96,807.6316 | 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) | | | | | | (4) | (4) | Common Shares | 2,530.1463 | | 2,530.1463 | D | |
| Restricted Share Units | | (3) | | | | | | (5) | (5) | Common Shares | 4,842.8312 | | 4,842.8312 | D | |
| Performance Share Units | | (6) | | | | | | 2/22/2026 | 2/22/2026 | Common Shares | 47,202.4138 | | 47,202.4138 | D | |
| Restricted Share Units | | (3) | | | | | | (7) | (7) | Common Shares | 11,254.5868 | | 11,254.5868 | D | |
| Performance Share Units | | (8) | | | | | | 3/15/2027 | 3/15/2027 | Common Shares | 61,684.2698 | | 61,684.2698 | D | |
| Restricted Share Units | | (3) | 2/28/2025 | | A | | 9,384 (9) | (10) | (10) | Common Shares | 9,384 | \$0 | 9,384 | D | |
| Performance Share Units | | (11) | 2/28/2025 | | A | | 61,359 | 3/15/2028 | 3/15/2028 | Common Shares | 61,359 | \$0 | 61,359 | D | |

Explanation of Responses:

- The shares reported represent common shares purchased from the Issuer by the Reporting Person upon exercise of his investment rights pursuant to the Issuer's 2024 Bonus Swap Program under its 2023 Omnibus Incentive Plan ("2023 Plan"). The Reporting Person elected to use 50% of his 2024 net bonus to purchase common shares at a purchase price of \$65.29 per share ("Investment Shares").
- Pursuant to the Issuer's 2023 Plan, the purchase price of the Investment Shares is calculated based on the last sales prices 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 27, 2025.

- (3) Each restricted share unit represents a contingent right to receive one common share.
- (4) These restricted share units vest in equal installments on December 31, 2022, December 31, 2023, December 31, 2024 and December 31, 2025.
- (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 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.
- (7) These restricted share units vest in equal installments on December 15, 2024, December 15, 2025, December 15, 2026 and December 15, 2027.
- (8) 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.
- (9) The Issuer granted the 2025 restricted share units ("2025 RSUs") to the Reporting Person pursuant to the Issuer's 2024 Bonus Swap Program under its 2023 Plan. The Reporting Person elected to use 50% of his 2024 net bonus to purchase Investment Shares and received a matching grant of 2025 RSUs in an amount equal to 50% of his 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 \$65.19 per share. The RSU Multiplier was 2.25 for executive vice presidents and above. If the Reporting Person sells any of the Investment Shares, he will forfeit all of the 2025 RSUs that have not yet vested.
- (10) These restricted share units vest in equal installments on December 15, 2025, December 15, 2026, December 15, 2027 and December 15, 2028.
- (11) The shares reported represent an award of performance based restricted share units ("2025 PBRsUs") granted to the Reporting Person. The 2025 PBRsUs will have a performance period beginning February 28, 2025 and ending February 28, 2028 and to the extent earned will vest on March 15, 2028. 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.

Remarks:

President, Burger King U.S. and Canada

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| CURTIS THOMAS BENJAMIN C/O RESTAURANT BRANDS INTERNATIONAL INC. 5707 BLUE LAGOON DRIVE MIAMI, FL 33126 | | | See Remarks | |

Signatures

/s/ Michele Keusch, as Attorney-in-Fact for Thomas B. Curtis IV

3/4/2025

**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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