

# 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)	
Schwartz Daniel S		Restaurant Brands International Inc. [ QSR ]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <b>Chief Executive Officer</b> <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
226 WYECROFT ROAD		10/3/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
OAKVILLE, A6 L6K 3X7				<input checked="" 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								37852	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				
Exchangeable units (1)(2)	(1)(2)							(2)	(2)	Common Shares	137996		137996	D	
Option (right to buy)	\$3.54							(3)	2/2/2021	Common Shares	848420		848420	D	
Option (right to buy)	\$3.54							(3)	2/20/2022	Common Shares	211658		211658	D	
Option (right to buy)	\$3.97							(3)	2/28/2022	Common Shares	503074		503074	D	
Option (right to buy)	\$18.25								12/31/2017	2/28/2023	Common Shares	46575	46575	D	
Option (right to buy)	\$18.25								3/1/2018	2/28/2023	Common Shares	500000	500000	D	
Option (right to buy)	\$27.28								12/31/2018	3/6/2024	Common Shares	95307	95307	D	
Option (right to buy)	\$27.28								3/7/2019	3/6/2024	Common Shares	400000	400000	D	
Option (right to buy)	\$42.26								12/31/2019	3/5/2025	Common Shares	82820	82820	D	
Option (right to buy)	\$42.26								3/6/2020	3/5/2025	Common Shares	333333	333333	D	
Restricted Share Units	(4)							(5)	(5)	Common Shares	57915		57915	D	
Dividend Equivalent Rights	(6)	10/3/2017		A		183.9919		(7)	(7)	Common Shares	183.9919	\$0.00	1394.7948	D	
Option (right to buy)	\$33.67								2/26/2021	2/25/2026	Common Shares	250000	250000	D	
Restricted Share Units	(4)							(8)	(8)	Common Shares	26850		26850	D	
Dividend Equivalent Rights	(6)	10/3/2017		A		84.0797		(9)	(9)	Common Shares	84.0797	\$0.00	253.0918	D	

### Explanation of Responses:

(1) 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.

- (2) 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.
- (3) These options are immediately exercisable.
- (4) Each restricted share unit represents a contingent right to receive one common share.
- (5) These restricted share units vest on December 31, 2020.
- (6) Each whole dividend equivalent right represents a contingent right to receive one common share.
- (7) 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.
- (8) These restricted share units vest on December 31, 2021.
- (9) These dividend equivalent rights accrued on the 2017 restricted share unit award (the "2017 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2017 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2017 RSUs to which they relate.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Schwartz Daniel S</b> <b>226 WYECROFT ROAD</b> <b>OAKVILLE, A6 L6K 3X7</b>	<b>X</b>		<b>Chief Executive Officer</b>	

#### Signatures

/s/ Lisa Giles-Klein, As Attorney-in-Fact for Daniel S. Schwartz

10/5/2017

\*\*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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