
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 23)*

Restaurant Brands International Inc.

(Name of Issuer)

Common Shares, without par value

(Title of Class of Securities)

76131D103

(CUSIP Number)

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

12/03/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D/A

CUSIP No. 76131D103

1	Name of reporting person 3G Restaurant Brands Holdings General Partner Ltd.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization CAYMAN ISLANDS
Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power: 0.00
	8 Shared Voting Power: 99,157,902.00
	9 Sole Dispositive Power: 0.00
	10 Shared Dispositive Power: 99,157,902.00
11	Aggregate amount beneficially owned by each reporting person 99,157,902.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 23.22 %
14	Type of Reporting Person (See Instructions) CO

Comment for Type of Reporting Person: Row 11: Represents 99,157,902 Common Shares acquirable in respect of 99,157,902 Exchangeable Units held by the Reporting Persons. See Item 4.

Row 13: Calculated based on (i) 327,812,087 total Common Shares outstanding as of October 24, 2025, as reported on the Issuer's Form 10-Q filed on October 30, 2025 and (ii) 99,157,902 Common Shares issuable in respect of 99,157,902 Exchangeable Units held by the Reporting Persons. See Item 4.

1	Name of reporting person 3G Restaurant Brands Holdings LP
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization CAYMAN ISLANDS
Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power: 0.00
	8 Shared Voting Power: 99,157,902.00
	9 Sole Dispositive Power: 0.00
	10 Shared Dispositive Power: 99,157,902.00
11	Aggregate amount beneficially owned by each reporting person 99,157,902.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 23.22 %
14	Type of Reporting Person (See Instructions) PN

Comment for Type of Reporting Person: Row 11: Represents 99,157,902 Common Shares acquirable in respect of 99,157,902 Exchangeable Units held by the Reporting Persons. See Item 4.

Row 13: Calculated based on (i) 327,812,087 total Common Shares outstanding as of October 24, 2025, as reported on the Issuer's Form 10-Q filed on October 30, 2025 and (ii) 99,157,902 Common Shares issuable in respect of 99,157,902 Exchangeable Units held by the Reporting Persons. See Item 4.

SCHEDULE 13D/A

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Shares, without par value

(b) Name of Issuer:

Restaurant Brands International Inc.

(c) Address of Issuer's Principal Executive Offices:

5707 BLUE LAGOON DRIVE, MIAMI, FLORIDA , 33126.

Item 1 Comment: Explanatory Note:

This Amendment No. 23 to the initial Statement on Schedule 13D, filed on December 22, 2014 (the "initial Schedule 13D"), as amended by Amendment No. 1, filed on September 25, 2015, Amendment No. 2, filed on December 7, 2015, Amendment No. 3, filed on December 16, 2015, Amendment No. 4, filed on November 1, 2017, Amendment No. 5, filed on November 13, 2017, Amendment No. 6, filed on November 17, 2017, Amendment No. 7, filed on October 30, 2018, Amendment No. 8, filed on November 8, 2018, Amendment No. 9, filed on August 13, 2019, Amendment No. 10, filed on September 3, 2019, Amendment No. 11, filed on September 6, 2019, Amendment No. 12, filed on September 26, 2019, Amendment No. 13, filed on September 14, 2020, Amendment No. 14, filed on August 6, 2021, Amendment No. 15, filed on August 25, 2021, Amendment No. 16, filed on February 28, 2023, Amendment No. 17, filed on March 17, 2023, Amendment No. 18, filed on August 17, 2023, Amendment No. 19, filed on September 6, 2023, Amendment No. 20, filed on August 13, 2024, Amendment No. 21, filed on August 30, 2024 and Amendment No. 22, filed on November 14, 2025 (as amended, the "Schedule 13D"), amends and restates, where indicated, the Schedule 13D relating to the Common Shares of Restaurant Brands International Inc. (the "Issuer") by: (i) 3G Restaurant Brands Holdings General Partner Ltd., a Cayman Islands exempted company ("3G RBH GP"); and (ii) 3G Restaurant Brands Holdings LP, a Cayman Islands limited partnership ("3G RBH"). Capitalized terms used in this Amendment No. 23 and not otherwise defined herein have the meanings given to them in the initial Schedule 13D. The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant.

As previously disclosed, pursuant to the terms of the Partnership Agreement, 3G RBH delivered to Restaurant Brands International Limited Partnership ("RBI LP") an exchange notice to exchange in aggregate 17,626,570 Exchangeable Units of RBI LP, referred to herein as the "November 2025 Exchange." The November 2025 Exchange was effected on December 3, 2025.

On December 3, 2025, HL1 17 LP, an affiliate of the Reporting Persons ("HL1"), settled the previously announced forward sale contract, dated as of November 13, 2025, with BofA Securities, Inc. with respect to 17,626,570 common shares (the "Common Shares") of the Issuer as described in further detail in Item 6 of this Amendment (the "Forward Contract").

This Amendment is being filed primarily to provide additional detail about the Forward Contract.

Item 4. Purpose of Transaction

Item 4 of Schedule 13D is hereby amended to add the following language:

As previously disclosed, 3G RBH delivered to RBI LP an exchange notice to exchange 17,626,570 Exchangeable Units held by 3G RBH. The exchange notice became irrevocable on November 13, 2025 with respect to 17,626,570 Exchangeable Units. As announced by the Issuer on November 13, 2025, upon receipt of the exchange notice, the Issuer, in its capacity as general partner of RBI LP, elected to have RBI LP satisfy the November 2025 Exchange by issuing 17,626,570 Common Shares in exchange for 17,626,570 Exchangeable Units. The November 2025 Exchange was effected on December 3, 2025.

On December 3, 2025, HL1 delivered 17,626,570 Common Shares to BofA Securities, Inc. pursuant to the Forward Contract in exchange for a cash payment.

The Reporting Persons continue to hold 99,157,902 Exchangeable Units, for which they have not submitted any exchange notice.

Except as set forth in this Schedule 13D and in connection with the November 2025 Exchange, the Forward Contract and the other transactions discussed herein, the Reporting Persons have no plan or proposals that relates to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) Item 5(a) and (b) of the Schedule 13D are hereby amended and replaced in their entirety with the following language:

(a) and (b)

As a result of the consummation of the Transactions, the Partnership Agreement, the Voting Trust Agreement and the subsequent transactions discussed herein, 3G RBH GP and 3G RBH beneficially own and may be deemed to have shared voting and dispositive power with respect to 99,157,902 Exchangeable Units. All Common Share and Exchangeable Unit numbers and percentages are based on (i) 327,812,087 total Common Shares outstanding as of October 24, 2025, as reported on the Issuer's Form 10-Q filed on October 30, 2025 and (ii) 99,157,902 Common Shares that would be issued upon exchange of the 99,157,902 Exchangeable Units as held by the Reporting Persons, and after giving effect to the transactions discussed herein. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person, other than, solely with respect to the Exchangeable Units acquired in the Transactions by 3G RBH that it is the beneficial owner of any of the Exchangeable Units or Common Shares referred to herein for purposes of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Except as set forth in this Item 5(a), none of the Reporting Persons and, to the knowledge of the Reporting Persons, no person named in Schedule A, beneficially owns any Common Shares.

The information set forth in Item 2 is incorporated by reference into this Item 5(b).

(b) See Item 5(a).

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

The information contained in Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On December 3, 2025, HL1 settled the Forward Contract with an unaffiliated third party buyer, BofA Securities, Inc. The Forward Contract obligated HL1 to deliver to the buyer up to 17,626,570 Common Shares (the "Forward Shares") on the scheduled settlement date of December 3, 2025 or such earlier date as elected by HL1 in accordance with the terms of the Forward Contract in exchange for a cash payment equal to a price per Forward Share of \$68.72 multiplied by a factor of $(1+(\text{an overnight bank funding rate minus a negotiated spread}))$ on each day that the Forward Contract was outstanding.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**3G Restaurant Brands Holdings General Partner
Ltd.**

Signature: /s/ Flavio Montini
Name/Title: Flavio Montini, Authorized Signatory
Date: 12/03/2025

3G Restaurant Brands Holdings LP

Signature: /s/ Flavio Montini
Name/Title: Flavio Montini, Authorized Signatory
Date: 12/03/2025