

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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OMB Number: 3235-0287
Estimated average burden
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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)		
Housman Jeffrey			Restaurant Brands International Inc. [QSR]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			See Remarks		
C/O RESTAURANT BRANDS INTERNATIONAL INC., 5707 BLUE LAGOON DRIVE			12/31/2022					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
MIAMI, FL 33126						<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	12/31/2022		M		2535.5266	A	(1)	51505.7498	D	
Common Shares	12/31/2022		M		6656.2962	A	(1)	58162.046	D	
Common Shares	12/31/2022		M		1161.9231	A	(1)	59323.9691	D	
Common Shares	12/31/2022		M		3057.0475	A	(1)	62381.0166	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 (2)	(2)							(2)	(2)	Common Shares	431		431	D	
Option (Right to Buy)	\$42.26							(3)	3/6/2025	Common Shares	30000		30000	D	
Option (Right to Buy)	\$55.55							(3)	2/24/2027	Common Shares	20000		20000	D	
Restricted Share Units	(4)	12/31/2022		M		2535.5266		(5)	(5)	Common Shares	2535.5266	\$0.00	0	D	
Option (Right to Buy)	\$58.44							2/23/2023	2/23/2028	Common Shares	30000		30000	D	
Restricted Share Units	(4)							(6)	(6)	Common Shares	3449.7947		3449.7947	D	
Performance Share Units	(7)							2/22/2024	2/22/2024	Common Shares	34314.934		34314.934	D	
Option (Right to Buy)	\$66.31							2/21/2025	2/21/2030	Common Shares	20000		20000	D	
Restricted Share Units	(4)							(8)	(8)	Common Shares	2727.5202		2727.5202	D	
Performance Share Units	(9)							2/21/2025	2/21/2025	Common Shares	22211.0769		22211.0769	D	
Restricted Share Units	(4)	12/31/2022		M		6656.2962		(10)	(10)	Common Shares	6656.2962	\$0.00	13312.5923	D	
Restricted Share Units	(4)	12/31/2022		M		1161.9231		(10)	(10)	Common Shares	1161.9231	\$0.00	2322.7811	D	
Restricted Share Units	(4)	12/31/2022		M		3057.0475		(11)	(11)	Common Shares	3057.0475	\$0.00	9170.1128	D	
Performance Share Units	(12)							2/25/2025	2/25/2025	Common Shares	25413.0778		25413.0778	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) Each Restaurant Brands International Limited Partnership Exchangeable Unit is convertible, at the Reporting Person's election, 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, 2022.
- (6) These restricted share units vest on December 31, 2023.
- (7) The shares reported represent an award of performance base restricted share units (the "2019 PBRsUs") granted to the Reporting Person. The 2019 PBRsUs have a performance period ending December 31, 2021 and will vest on February 21, 2024, which is the fifth anniversary of the grant date.
- (8) These restricted share units vest on December 31, 2024.
- (9) The shares reported represents an award of performance based restricted share units (the "2020 PBRsUs") granted to the Reporting Person. The 2020 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.
- (10) These restricted share units vest in equal installments on December 31, 2021, December 31, 2022, December 31, 2023 and December 31, 2024.
- (11) These restricted share units vest in equal installments on December 31, 2022, December 31, 2023, December 31, 2024 and December 31, 2025.
- (12) The shares reported represents an award of performance based restricted share units (the "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.

Remarks:

Chief People & Services Officer

Reporting Owners

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

Signatures/s/ Michele Keusch as Attorney-in-Fact for Jeffrey Housman1/4/2023

**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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