

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>Kobza Joshua</b>  (Last) (First) (Middle)  <b>130 KING STREET WEST, SUITE 300</b>  (Street)  <b>TORONTO, A6 M5X 1E1</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Restaurant Brands International Inc. [ QSR ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (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) <b>Chief Executive Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/31/2023</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	12/31/2023		M		15,728.1656	A	(1)	403,993.9765	D	
Common Shares	12/31/2023		M		15,125.0056	A	(1)	419,118.9821	D	
Common Shares	12/31/2023		M		5,386.702	A	(1)	424,505.6841	D	
Common Shares	12/31/2023		M		8,137.803	A	(1)	432,643.4871	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	(2)	12/31/2023		M			15,728.1656	(3)	(3)	Common Shares	15,728.1656	\$0	0	D		
Restricted Share Units	(2)	12/31/2023		M			15,125.0056	(4)	(4)	Common Shares	15,125.0056	\$0	0	D		
Restricted Share Units	(2)	12/31/2023		M			5,386.702	(5)	(5)	Common Shares	5,386.702	\$0	5,387.802	D		
Restricted Share Units	(2)	12/31/2023		M			8,137.803	(6)	(6)	Common Shares	8,137.803	\$0	16,273.4793	D		
Exchangeable Units (7)	(2)							(7)	(7)	Common Shares	5,413		5,413	D		
Option (Right to Buy)	\$42.26							(8)	3/5/2025	Common Shares	35,494		35,494	D		
Option (Right to Buy)	\$42.26							(8)	3/5/2025	Common Shares	300,000		300,000	D		
Option (Right to Buy)	\$56.92							(8)	5/4/2027	Common Shares	200,000		200,000	D		
Performance Share Units	(9)								2/22/2024	2/22/2024	Common Shares	265,818.1665		265,818.1665	D	
Restricted Share Units	(2)								(10)	(10)	Common Shares	16,580.5122		16,580.5122	D	
Performance Share Units	(11)								2/21/2025	2/21/2025	Common Shares	229,408.6784		229,408.6784	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)							2/19/2024	2/19/2024	Common Shares	92,125.0344		92,125.0344	D	
Performance Share Units	(13)							2/25/2025	2/25/2025	Common Shares	131,243.5469		131,243.5469	D	
Restricted Share Units	(14)							(14)	(14)	Common Shares	19,908.9633		19,908.9633	D	
Performance Share Units	(15)							2/22/2026	2/22/2026	Common Shares	307,284.5067		307,284.5067	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 restricted share unit represents a contingent right to receive one common share.
- (3) These restricted share units vest on December 31, 2023.
- (4) These restricted share units vest in equal installments on December 31, 2021, December 31, 2022 and December 31, 2023.
- (5) These restricted share units vest in equal installments on December 31, 2021, December 31, 2022, December 31, 2023 and December 31, 2024.
- (6) These restricted share units vest in equal installments on December 31, 2022, December 31, 2023, December 31, 2024 and December 31, 2025.
- (7) 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.
- (8) These options are fully vested and exercisable.
- (9) The shares reported represent an award of performance based restricted share units ("2019 PBRsUs") granted to the Reporting Person. The 2019 PBRsUs have a performance period ending December 31, 2021 and will vest on February 22, 2024, which is the fifth anniversary of the grant date.
- (10) These restricted share units vest on December 31, 2024.
- (11) The shares reported represent an award of performance based restricted share units ("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.
- (12) The shares reported represent an award of performance based restricted share units ("2021 PBRsUs") granted to the Reporting Person. The 2021 PBRsUs will have a performance period beginning January 1, 2021 and ending December 31, 2023 and to the extent earned will vest on February 19, 2024. 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) 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, 2022 and to the extent earned will vest 100% 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.
- (14) These restricted share units vest in equal installments on December 15, 2023, December 15, 2024, December 15, 2025 and December 15, 2026.
- (15) 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Kobza Joshua</b> 130 KING STREET WEST SUITE 300 TORONTO, A6 M5X 1E1			<b>Chief Executive Officer</b>	

**Signatures**

/s/ Michele Keusch, as Attorney-in-Fact for Joshua Kobza

1/3/2024

\*\*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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