

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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)		
<b>Caira Marc</b>		<b>Restaurant Brands International Inc. [ QSR ]</b>		<input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span>		
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>			
<b>226 WYECROFT ROAD</b>		<b>5/5/2016</b>				
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)			
<b>OAKVILLE, A6 L6K 3X7</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)			<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	5/5/2016		A		100000	A	\$21.60 (1)	121513	D	
Common Shares	5/5/2016		S		100000	D	\$43.02 (2)	21513	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$21.60 (1)	5/5/2016		M		100000	(3)	(4)	Common Stock	100000	\$0.00	100000	D	
Option (right to buy)	\$41.90 (5)						3/3/2020	3/6/2025	Common Stock	17747		17747	D	

**Explanation of Responses:**

- The options were issued with an exercise price of CAD\$24.93. The reported exercise price represents the U.S. dollar equivalent following conversion using the Bank of Canada noon exchange rate of 0.8666.
- Represents the weighted average price of the shares sold. The reported shares were purchased in Canadian dollars at prices ranging from CAD\$55.26 to CAD\$55.42 per share, inclusive. The purchase prices were converted into their U.S. dollar equivalent ranging from USD\$42.99 to USD\$43.12 per share using the Bank of Canada noon exchange rate on May 5, 2016 of 0.7780. The Reporting Person, upon request, will provide the Securities and Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- These options are vested and immediately exercisable.
- These options are exercisable until the earlier of (i) December 14, 2017 and (ii) 90 days after the cessation of the Reporting Person's service on the Restaurant Brands International Inc. Board of Directors.
- The options were issued with an exercise price of CAD\$52.86. The reported exercise price represents the U.S. dollar equivalent following conversion using the Bank of Canada noon exchange rate of 0.7926.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Caira Marc 226 WYECROFT ROAD OAKVILLE, A6 L6K 3X7</b>	X			

**Signatures**

/s/ Lisa Giles-Klein as attorney-in-fact for Marc Caira

—Signature of Reporting Person

5/6/2016

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.