

FORM 4

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

OMB APPROVAL
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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)		
Cil Jose E.			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) Chief Executive Officer		
(Last) (First) (Middle) 130 KING STREET WEST, SUITE 300			3. Date of Earliest Transaction (MM/DD/YYYY) 4/20/2022					
(Street) TORONTO, A6 M5X 1E1			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(City) (State) (Zip)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <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								203386.243	D	
Common Shares								46500	I	By Trust (1)
Common Shares								45620	I	By Trust (2)
Common Shares								140300	I	By Trust (3)
Common Shares								13750	I	By Trust (4)
Common Shares								189750	I	By Trust (5)
Common Shares								49080	I	By GRAT (6)
Common Shares								40120	I	By GRAT (7)
Common Shares								45620	I	By GRAT (8)

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 (9)	(9)							(9)	(9)	Common Shares	105758	105758	D		
Option (right to buy)	\$42.26							(10)	3/5/2025	Common Shares	35967	35967	D		
Option (right to buy)	\$42.26							(10)	3/5/2025	Common Shares	166667	166667	D		
Option (right to buy)	\$33.67							(10)	2/25/2026	Common Shares	118237	118237	D		
Restricted Share Units	(11)							(12)	(12)	Common Shares	18388.6013	18388.6013	D		
Performance Share Units	(13)							2/23/2023	2/23/2023	Common Shares	257053.0379	257053.0379	D		
Restricted Share Units	(11)							(14)	(14)	Common Shares	16102.3278	16102.3278	D		
Performance Share Units	(15)							2/22/2024	2/22/2024	Common Shares	308301.8976	308301.8976	D		
Restricted Share Units	(11)							(16)	(16)	Common Shares	18700.119	18700.119	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	(17)							2/21/2025	2/21/2025	Common Shares	272120.4747		272120.4747	D	
Restricted Share Units	(11)							(18)	(18)	Common Shares	34446.7419		34446.7419	D	
Restricted Share Units	(11)							(19)	(19)	Common Shares	21814.1822		21814.1822	D	
Performance Share Units	(20)							2/19/2024	2/19/2024	Common Shares	104905.9867		104905.9867	D	
Restricted Share Units	(11)							(21)	(21)	Common Shares	45821.3304		45821.3304	D	
Performance Share Units	(22)	4/20/2022		A		149452		2/25/2025	2/25/2025	Common Shares	149452	\$0.00	149452	D	

Explanation of Responses:

- (1) These shares are held by an irrevocable life insurance trust for the benefit of the Reporting Person's children and other family members. The Reporting Person's family member is the trustee of such trust.
- (2) These shares are held by a revocable trust, of which the Reporting Person is the settlor and trustee for the benefit of the Reporting Person and his spouse and children.
- (3) These shares are held by an irrevocable family trust for the benefit of the Reporting Person's spouse and children. The Reporting Person retains investment control over the Issuer securities held by such trust.
- (4) These shares are held by a revocable trust, of which the Reporting Person's spouse is the settlor and trustee for the benefit of the Reporting Person and his spouse and children.
- (5) These shares are held by an irrevocable family trust for the benefit of the Reporting Person and his children. The Reporting Person retains investment control over the Issuer securities held by such trust.
- (6) These shares are held by the Reporting Person's 2020 grantor retained annuity trust ("2020 GRAT"), of which the Reporting Person is the trustee and annuitant.
- (7) These shares are held by the Reporting Person's 2021 grantor retained annuity trust ("2021 GRAT"), of which the Reporting Person is the trustee and annuitant.
- (8) These shares are held by the Reporting Person's 2022 grantor retained annuity trust ("2022 GRAT"), of which the Reporting Person is the trustee and annuitant.
- (9) 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.
- (10) These options are immediately exercisable.
- (11) Each restricted share unit represents a contingent right to receive one common share.
- (12) These restricted share units vest on December 31, 2022.
- (13) The shares reported represent an award of performance based restricted share units ("2018 PBRsUs") granted to the Reporting Person. The 2018 PBRsUs had a three-year performance period beginning January 1, 2015 and ending December 31, 2018 and will vest 100% on February 23, 2023, which is the fifth anniversary of the grant date.
- (14) These restricted share units vest on December 31, 2023.
- (15) 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 21, 2024, which is the fifth anniversary of the grant date.
- (16) These restricted share units vest on December 31, 2024.
- (17) 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.
- (18) These restricted share units vest in equal installments on December 31, 2021, December 31, 2022 and December 31, 2023.
- (19) These restricted share units vest in equal installments on December 31, 2021, December 31, 2022, December 31, 2023 and December 31, 2024.
- (20) 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.
- (21) These restricted share units vest in equal installments on December 31, 2022, December 31, 2023, December 31, 2024 and December 31, 2025.

(22) 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, 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cil Jose E. 130 KING STREET WEST SUITE 300 TORONTO, A6 M5X 1E1			Chief Executive Officer	

Signatures

/s/ Michele Keusch, as Attorney-in-Fact for Jose Cil

4/22/2022

**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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