

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>Cil Jose E.</b>  (Last) (First) (Middle)  <b>226 WYECROFT ROAD</b>  (Street)  <b>OAKVILLE, A6 L6K 3X7</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 <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Senior EVP, Pres. Burger King</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/14/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input 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	11/14/2017		M	(1)	4060	A	\$3.54	397349	D	
Common Shares	11/14/2017		M	(1)	76017	A	\$3.97	473366	D	
Common Shares	11/14/2017		S	(1)	36431	D	\$65.09 (2)	436935	D	
Common Shares	11/16/2017		M	(1)	137789	A	\$3.97	574724	D	
Common Shares	11/16/2017		S	(1)	62720	D	\$65.02 (3)	512004	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 (4) (5)	(4) (5)							(5)	(5)	Common Shares	105758		105758	D	
Option (right to buy)	\$3.54	11/14/2017		M	(1)		4060	(6)	2/20/2022	Common Shares	4060	\$0.00	0	D	
Option (right to buy)	\$3.97	11/14/2017		M	(1)		76017	(6)	2/28/2022	Common Shares	76017	\$0.00	137789	D	
Option (right to buy)	\$3.97	11/16/2017		M	(1)		137789	(6)	2/28/2022	Common Shares	137789	\$0.00	0	D	
Option (right to buy)	\$18.25								12/31/2017	2/28/2023	Common Shares	37808	37808	D	
Option (right to buy)	\$18.25								3/1/2018	2/28/2023	Common Shares	150000	150000	D	
Option (right to buy)	\$27.28								12/31/2018	3/6/2024	Common Shares	58651	58651	D	
Option (right to buy)	\$27.28								3/7/2019	3/6/2024	Common Shares	180000	180000	D	
Option (right to buy)	\$42.26								12/31/2019	3/5/2025	Common Shares	35967	35967	D	
Option (right to buy)	\$42.26								3/6/2020	3/5/2025	Common Shares	166667	166667	D	
Restricted Share Units	(7)								(8)	(8)	Common Shares	35640	35640	D	
Dividend Equivalent Rights	(9)								(10)	(10)	Common Shares	858.3352	858.3352	D	
Option (right to buy)	\$33.67								2/26/2021	2/25/2026	Common Shares	125000	125000	D	
Restricted Share Units	(7)								(11)	(11)	Common Shares	16694	16694	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				
<b>Dividend Equivalent Rights</b>	(9)							(12)	(12)	<b>Common Shares</b>	<b>157.36</b>		<b>157.36</b>	<b>D</b>	

**Explanation of Responses:**

- (1) The Reporting Person exercised these options in order to retain ownership of all shares, less only those required to be sold to pay the exercise price and applicable taxes.
- (2) Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transaction ranged from \$65.00 to \$65.33 per share. 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.
- (3) Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transaction ranged from \$65.00 to \$65.14 per share. 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.
- (4) On December 12, 2014, Burger King Worldwide, Inc. ("Burger King Worldwide") consummated the business combination (the "Merger") pursuant to the Arrangement Agreement and Plan of Merger dated August 26, 2014 by and among Burger King Worldwide, Tim Hortons Inc., Restaurant Brands International Inc., Restaurant Brands International Limited Partnership and the other parties thereto (the "Arrangement Agreement"). Pursuant to the Reporting Person's election under the Arrangement Agreement, each share of Burger King Worldwide common stock previously held by the Reporting Person was converted into one Restaurant Brands International Limited Partnership exchangeable unit.
- (5) Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election, at any time after the one year anniversary of the Merger, 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.
- (6) These options are immediately exercisable.
- (7) Each restricted share unit represents a contingent right to receive one common share.
- (8) These restricted share units vest on December 31, 2020.
- (9) Each whole dividend equivalent right represents a contingent right to receive one common share.
- (10) These dividend equivalent rights accrued on the 2016 restricted share unit award (the "2016 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2016 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2016 RSUs to which they relate.
- (11) These restricted share units vest on December 31, 2021.
- (12) These dividend equivalent rights accrued on the 2017 restricted share unit award (the "2017 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2017 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2017 RSUs to which they relate.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Cil Jose E. 226 WYECROFT ROAD OAKVILLE, A6 L6K 3X7</b>			<b>Senior EVP, Pres. Burger King</b>	

**Signatures**

/s/ **Lisa Giles-Klein, as Attorney-in-Fact for Jose Cil**

**11/16/2017**

\*\*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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