

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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)	
SCHWAN AXEL MR		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) <b>Pres., Tim Hortons Americas</b>	
(Last) (First) (Middle) 130 KING STREET WEST, SUITE 300		3. Date of Earliest Transaction (MM/DD/YYYY) 5/28/2021			
(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	5/28/2021		M		40000	A	\$33.67	140722.7587	D	
Common Shares	5/28/2021		S		25931	D	\$69.73 (1)	114791.7587	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)	Common Shares	2539		2539	D	
Option (right to buy)	\$33.67	5/28/2021		M		40000		(3)	2/25/2026	Common Shares	40000	\$0.00	0	D	
Restricted Share Units	(4)							(5)	(5)	Common Shares	9067.9728		9067.9728	D	
Option (right to buy)	\$58.44							2/23/2023	2/22/2028	Common Shares	40000		40000	D	
Restricted Share Units	(4)							(6)	(6)	Common Shares	6432.4818		6432.4818	D	
Option (right to buy)	\$64.75							2/22/2024	2/21/2029	Common Shares	30000		30000	D	
Restricted Share Units	(4)							(7)	(7)	Common Shares	5816.2941		5816.2941	D	
Option (right to buy)	\$66.31							2/21/2025	2/20/2030	Common Shares	56000		56000	D	
Restricted Share Units	(4)							(8)	(8)	Common Shares	2854.0258		2854.0258	D	
Performance Share Units	(9)							2/21/2025	2/21/2025	Common Shares	42048.2624		42048.2624	D	
Restricted Share Units	(4)							(10)	(10)	Common Shares	13306.8418		13306.8418	D	
Restricted Share Units	(4)							(11)	(11)	Common Shares	7911.5223		7911.5223	D	
Performance Share Units	(12)							2/19/2024	2/19/2024	Common Shares	27016.9212		27016.9212	D	

#### Explanation of Responses:

- (1) Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transaction ranged from \$69.62 to \$69.81 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 price. The proceeds from the sale of shares were used to cover the aggregate exercise price of the options exercised and to satisfy tax withholding obligations for the reported transactions.

- (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, 2021.
- (6) These restricted share units vest on December 31, 2022.
- (7) These restricted share units vest on December 31, 2023.
- (8) These restricted share units vest on December 31, 2024.
- (9) The shares reported represent an award of performance based restricted share units ("2020 PBRsUs") granted to the Reporting Person. The 2020 PBRsUs will have a performance period ending December 31, 2021 and to the extent earned will vest on February 21, 2025, which is the fifth anniversary of the grant date. The number of common shares that will be earned at the end of the performance period is subject to decrease based on the results of the performance condition.
- (10) These restricted share units vest in equal installments on December 31, 2021, December 31, 2022 and December 31, 2023.
- (11) These restricted share units vest in equal installments on December 31, 2021, December 31, 2022, December 31, 2023 and December 31, 2024.
- (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.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWAN AXEL MR 130 KING STREET WEST SUITE 300 TORONTO, A6 M5X 1E1			Pres., Tim Hortons Americas	

#### Signatures

/s/ Michele Keusch, as Attorney-in-Fact for Axel Schwan

6/2/2021

—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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