

FORM 4

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)	
Kobza Joshua		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) CFO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
226 WYECROFT ROAD		1/4/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
OAKVILLE, A6 L6K 3X7				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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								13343	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 (1)(2)	(1)(2)							(2)	(2)	Common Shares	5413		5413	D	
Option (right to buy)	\$18.25							12/31/2017	2/28/2023	Common Shares	776		776	D	
Option (right to buy)	\$18.25							3/1/2018	2/28/2023	Common Shares	200000		200000	D	
Option (right to buy)	\$27.28							12/31/2018	3/6/2024	Common Shares	32991		32991	D	
Option (right to buy)	\$27.28							3/7/2019	3/6/2024	Common Shares	300000		300000	D	
Option (right to buy)	\$42.26							12/31/2019	3/5/2025	Common Shares	35494		35494	D	
Option (right to buy)	\$42.26							3/6/2020	3/5/2025	Common Shares	300000		300000	D	
Restricted Share Units	(3)							(4)	(4)	Common Shares	26730		26730	D	
Dividend Equivalent Rights	(5)	1/4/2017		A		97.7334		(6)	(6)	Common Shares	97.7334	\$0.00	388.1323	D	
Performance Share Units	(7)							2/26/2021	2/26/2021	Common Shares	350000		350000	D	
Dividend Equivalent Rights	(8)	1/4/2017		A		1279.711		(9)	(9)	Common Shares	1279.711	\$0.00	5082.1653	D	

Explanation of Responses:

- 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.
- 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.

- (3) Each restricted share unit represents a contingent right to receive one common share.
- (4) These restricted share units vest on December 31, 2020.
- (5) Each dividend equivalent right represents a contingent right to receive one common share.
- (6) 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.
- (7) The shares reported represent an award of performance based restricted share units (the "2016 PBRsUs") granted to the Reporting Person. The 2016 PBRsUs will have a three-year performance period beginning January 1, 2015 and ending December 31, 2018 and will vest 100% on February 26, 2021, which is the fifth anniversary of the grant date. The number of common shares that will be earned at the end of the three-year performance period is subject to increase or decrease based on the results of the Issuer performance condition.
- (8) Each dividend equivalent right represents a contingent right to receive one common share, subject to increase or decrease based on the results of the Issuer performance condition.
- (9) These dividend equivalent rights accrued on the 2016 PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2016 PBRsUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2016 PBRsUs to which they relate.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kobza Joshua 226 WYECROFT ROAD OAKVILLE, A6 L6K 3X7			CFO	

Signatures

/s/ Lisa Giles-Klein, As Attorney-in-Fact for Joshua Kobza

1/6/2017

**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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