

Friesner Jacqueline
Form 4
February 26, 2019

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Friesner Jacqueline

2. Issuer Name **and** Ticker or Trading
Symbol
Restaurant Brands International Inc.
[QSR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
130 KING STREET WEST, SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2019

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
See Remarks

(Street)
TORONTO, A6 M5X 1E1

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 (1)	(A) or (D) Price (2)	
Common Shares	02/22/2019		A		1,513	\$ 64.75	99,960 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Exchangeable units <u>(3)</u>	<u>(3)</u>							<u>(3)</u>	<u>(3)</u>	Common Shares	9
Option (right to buy)	\$ 27.28							<u>(4)</u>	03/06/2024	Common Shares	6
Option (right to buy)	\$ 27.28							03/07/2019	03/06/2024	Common Shares	20
Option (right to buy)	\$ 42.26							12/31/2019	03/05/2025	Common Shares	6
Option (right to buy)	\$ 42.26							03/06/2020	03/05/2025	Common Shares	40
Restricted Share Units	<u>(5)</u>							<u>(6)</u>	<u>(6)</u>	Common Shares	8
Dividend Equivalent Rights	<u>(7)</u>							<u>(8)</u>	<u>(8)</u>	Common Shares	52
Option (right to buy)	\$ 33.67							02/26/2021	02/25/2026	Common Shares	50
Restricted Share Units	<u>(5)</u>							<u>(9)</u>	<u>(9)</u>	Common Shares	4
Dividend Equivalent Rights	<u>(7)</u>							<u>(10)</u>	<u>(10)</u>	Common Shares	21
Option (right to buy)	\$ 55.55							02/24/2022	02/23/2027	Common Shares	20
Restricted Share Units	<u>(5)</u>							<u>(11)</u>	<u>(11)</u>	Common Shares	3
Dividend Equivalent Rights	<u>(7)</u>							<u>(12)</u>	<u>(12)</u>	Common Shares	1
Restricted Share Units	<u>(5)</u>	02/22/2019		A		4,414 <u>(13)</u>		<u>(14)</u>	<u>(14)</u>	Common Shares	4
Performance Share Units	<u>(15)</u>	02/22/2019		A		20,000		02/22/2024	02/22/2024	Common Shares	20

Signatures

02/26/2019

Date _____

Explanation of Responses:

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(13) The Issuer granted the 2019 restricted share units ("2019 RSUs") to the Reporting Person pursuant to the Issuer's 2018 Bonus Swap Program under its 2014 Plan. The Reporting Person elected to use 50% of her 2018 net bonus to purchase Investment Shares and

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received a matching grant of 2019 RSUs in an amount equal to 50% of her gross bonus, multiplied by a multiple based on the Reporting Person's position level with the Issuer ("RSU Multiplier"), and divided by the purchase price of \$64.75 per share. The RSU Multiplier was 1.75 for vice presidents. If the Reporting Person sells 50% or less of the Investment Shares, she will forfeit 2,207 of the 2019 RSUs and a proportionate number of the remaining 2019 RSUs based on the number of Investment Shares sold. If the Reporting Person sells more than 50% of the Investment Shares, she will forfeit all of the 2019 RSUs.

- (14) These restricted share units vest on December 31, 2023.

The shares reported represent an award of performance based restricted share units ("PBRsUs") granted to the Reporting Person. The PBRsUs will have a three-year performance period beginning January 1, 2019 and ending December 31, 2022 and will vest 100% on February 22, 2024, 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.

Remarks:

VP, Controller and Principal Accounting Officer

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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