Restaurant Brands International Inc.

Form 4 May 06, 2016

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

Name and Address of Reporting Person * Caira Marc			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) 226 WYECRO	(First) OFT ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2016	X Director 10% Owner Officer (give title below) Other (specify below)
	(Street)		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 On Reporting
OAKVILLE, A6 L6K 3X7				Form filed by More than One Reporting Person

(City)	(State)	Tab	le I - Non-l	Derivative S	ecurit	nes Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securitie		` ′	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	()	any	Code	(Instr. 3, 4	,		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following Reported	Direct (D) or Indirect (I)	Ownership (Instr. 4)
					(A) or		Transaction(s)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Shares	05/05/2016		A	100,000	A	\$ 21.6 (1)	121,513	D	
Common Shares	05/05/2016		S	100,000	D	\$ 43.02 (2)	21,513	D	

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

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and 4	ecurities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares		
Option (right to buy)	\$ 21.6 (1)	05/05/2016		M		100,000	(3)	<u>(4)</u>	Common Stock	100,000		
Option (right to buy)	\$ 41.9 (5)						03/03/2020	03/06/2025	Common Stock	17,747		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Caira Marc								
226 WYECROFT ROAD	X							
OAKVILLE, A6 L6K 3X7								

Signatures

/s/ Lisa Giles-Klein as attorney-in-fact for Marc
Caira 05/06/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The options were issued with an exercise price of CAD\$24.93. The reported exercise price represents the U.S. dollar equivalent following conversion using the Bank of Canada noon exchange rate of 0.8666.
 - Represents the weighted average price of the shares sold. The reported shares were purchased in Canadian dollars at prices ranging from CAD\$55.26 to CAD\$55.42 per share, inclusive. The purchase prices were converted into their U.S. dollar equivalent ranging from
- (2) USD\$42.99 to USD\$43.12 per share using the Bank of Canada noon exchange rate on May 5, 2016 of 0.7780. 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) These options are vested and immediately exercisable.
- (4) These options are exercisable until the earlier of (i) December 14, 2017 and (ii) 90 days after the cessation of the Reporting Person's service on the Restaurant Brands International Inc. Board of Directors.
- (5) The options were issued with an exercise price of CAD\$52.86. The reported exercise price represents the U.S. dollar equivalent following conversion using the Bank of Canada noon exchange rate of 0.7926.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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