

Restaurant Brands International Inc.
Form 4
September 25, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
3G Special Situations Fund II, L.P.

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)

3. Date of Earliest Transaction (Month/Day/Year)
09/24/2015

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

C/O 3G CAPITAL, INC., 600
THIRD, AVENUE, 37TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10016

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|-----------------------------------------|--------------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|-----------------------------------------|--------------------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | |
|-------------------------------|------------------------------------------|----------------------|-----------------|------------------------------------------------------|------------------|------------------|--------------|----------------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Ar Nu Sh |
| Exchangeable units <u>(1)</u> | <u>(1)</u> | 09/24/2015 | J <u>(2)</u> | 243,858,915 | <u>(1)</u> | <u>(1)</u> | Common Stock | 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| 3G Special Situations Fund II, L.P. C/O 3G CAPITAL, INC., 600 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10016 | | X | | |
| 3G Special Situations Partners, Ltd. C/O 3G CAPITAL, INC., 600 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10016 | | X | | |
| 3G Capital Partners II, L.P. C/O 3G CAPITAL, INC., 600 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10016 | | X | | |
| 3G Capital Partners Ltd. C/O 3G CAPITAL, INC., 600 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10016 | | X | | |

Signatures

/s/ Bernardo Piquet 09/25/2015

**Signature of Reporting Person

Date

/s/ Bernardo Piquet 09/25/2015

**Signature of Reporting Person

Date

/s/ Bernardo Piquet 09/25/2015

**Signature of Reporting Person

Date

/s/ Bernardo Piquet 09/25/2015

__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) Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election, at any time after December 12, 2015 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.

(2) On September 24, 2015, 3G Special Situations Fund II, L.P. ("3G Special Situations Fund II") completed an internal restructuring of its holdings (the "Internal Restructuring"). In connection with the Internal Restructuring, 3G Special Situations Fund II formed 3G Restaurant Brands Holdings LP ("3G RBH") and transferred to it all of its interests in Restaurant Brands International Limited Partnership ("RBI LP"). 3G RBH was formed for the purpose of continuing to hold 3G Special Situations Fund II's interests in RBI LP for the benefit of 3G Special Situations Fund II's former limited partners and general partner. In consideration for the transfer, 3G Special Situations Fund II received limited partnership interests in 3G RBH. The transferred 243,858,915 Exchangeable Units are the sole assets of 3G RBH.

(3) 3G Special Situations Fund II directly owned the reported securities. As a result, 3G Special Situations Partners, Ltd., as the general partner of 3G Special Situations Fund II, 3G Capital Partners II, L.P., as the parent company of 3G Special Situations Partners, Ltd., and 3G Capital Partners Ltd., as the general partner of 3G Capital Partners II, L.P., may be deemed to have had voting and dispositive power with respect to the reported securities. Each of 3G Special Situations Fund II, 3G Special Situations Partners, Ltd., 3G Capital Partners II, L.P. and 3G Capital Partners Ltd. disclaimed beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person was the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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