

Restaurant Brands International Inc.  
Form 8-K  
June 13, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 9, 2016**

**RESTAURANT BRANDS INTERNATIONAL INC.**  
**RESTAURANT BRANDS INTERNATIONAL LIMITED**  
**PARTNERSHIP**

**(Exact name of registrant as specified in its charter)**

**Canada**

**001-36786**

**98-1202754**

**Ontario**  
**(State or other jurisdiction**  
**of incorporation)**

**001-36787**  
**(Commission**

**98-1206431**  
**(IRS Employer**

**File Number)**  
**Restaurant Brands International Inc.**

**Identification No.)**

**Restaurant Brands International Limited Partnership**

**226 Wycroft Road**

**Oakville, Ontario L6K 3X7**

**(Address of principal executive offices, including Zip Code)**

**(905) 845-6511**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 9, 2016, Restaurant Brands International Inc. (the Company ) held its 2016 Annual and Special Meeting of Shareholders (the Meeting ). At the Meeting, the Company's shareholders: (i) elected the eleven (11) directors specifically named in the Company's management information circular and proxy statement (the Proxy Statement ), each to serve until the close of the 2017 Annual Meeting of Shareholders or until his successor is elected or appointed (ii) approved, on an advisory basis, the compensation paid by the Company to its named executive officers, (iii) appointed KPMG LLP as the Company's auditors to serve until the close of the 2017 Annual Meeting of Shareholders and authorized the Company's directors to fix the auditors' remuneration, (iv) approved amendments to the 2014 Omnibus Incentive Plan that would permit common shares not used to settle awards under prior plans to be used under the 2014 Omnibus Plan and make other administrative changes, and (v) did not approve a shareholder proposal to adopt a written board diversity policy. The voting results for each proposal are as follows:

Proposal 1: Election of the eleven (11) directors specifically named in the proxy statement, each to serve until the close of the 2017 Annual Meeting of Shareholders or until his successor is elected or appointed:

| <b>Nominees</b>              | <b>Number of<br/>Votes For</b> | <b>Number of<br/>Votes Withheld</b> | <b>Broker Non-<br/>Votes</b> |
|------------------------------|--------------------------------|-------------------------------------|------------------------------|
| Alexander Behring            | 434,844,151                    | 11,413,550                          | 16,406,212                   |
| Marc Caira                   | 445,699,049                    | 558,652                             | 16,406,212                   |
| Martin E. Franklin           | 443,720,891                    | 2,536,810                           | 16,406,212                   |
| Paul J. Fribourg             | 443,532,192                    | 2,725,509                           | 16,406,212                   |
| Neil Golden                  | 446,056,477                    | 201,223                             | 16,406,213                   |
| John A. Lederer              | 446,081,530                    | 176,171                             | 16,406,212                   |
| Thomas V. Milroy             | 445,530,541                    | 727,160                             | 16,406,212                   |
| Daniel S. Schwartz           | 446,035,441                    | 222,259                             | 16,406,213                   |
| Carlos Alberto Sicupira      | 442,030,937                    | 4,226,764                           | 16,406,212                   |
| Roberto Moses Thompson Motta | 444,400,349                    | 1,857,352                           | 16,406,212                   |
| Alexandre Van Damme          | 443,029,685                    | 3,228,016                           | 16,406,212                   |

Proposal 2: Approval, on an advisory basis, of the compensation paid by the Company to its named executive officers:

| <b>Number of<br/>Votes For</b> | <b>Number of<br/>Votes Against</b> | <b>Number of<br/>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------------------|------------------------------------|-------------------------------------|-------------------------|
| 433,681,691                    | 12,436,572                         | 145,545                             | 16,400,105              |

Proposal 3: Appointment of KPMG LLP as the Company's auditors to serve until the close of the 2017 Annual Meeting of Shareholders and authorization of the Company's directors to fix the auditors' remuneration:

| <b>Number of<br/>Votes For</b> | <b>Number of<br/>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------------------|-------------------------------------|-------------------------|
| 458,522,522                    | 4,132,973                           | 7,020                   |

Proposal 4: Approval of amendments to the 2014 Omnibus Incentive Plan that would permit common shares not used to settle awards under prior plans to be used under the 2014 Omnibus Plan and make other administrative changes:

**Number of**

| <b>Votes For</b> | <b>Number of<br/>Votes Against</b> | <b>Broker Non-Votes</b> |
|------------------|------------------------------------|-------------------------|
| 437,799,809      | 8,454,165                          | 16,407,231              |

Proposal 5: Consideration of a shareholder proposal to adopt a written board diversity policy:

**Number of**

| <b>Votes For</b> | <b>Number of<br/>Votes Against</b> | <b>Number of<br/>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|------------------|------------------------------------|-------------------------------------|-------------------------|
| 72,840,783       | 357,113,358                        | 10,344,110                          | 22,365,662              |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RESTAURANT BRANDS INTERNATIONAL  
INC.**

**RESTAURANT BRANDS INTERNATIONAL  
LIMITED PARTNERSHIP, by its general partner**

**RESTAURANT BRANDS INTERNATIONAL  
INC.**

/s/ Jill Granat  
Name: Jill Granat  
Title: General Counsel and Corporate Secretary

Date: June 13, 2016