MACEDO ALEXANDRE
Form 4
February 19, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACEDO ALEXANDRE

(Last) (First) (Middle)

130 KING STREET WEST, SUITE 300

(Street)

TORONTO, A6 M5X 1E1

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President,Tim Hortons

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

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	(A) or (D)	Price			
Common Shares	02/14/2019		M		16,438	A	$ 18.25	103,773	D	
Common Shares	02/14/2019		M		200,000	A	$ 18.25	303,773	D	
Common Shares	02/14/2019		M		29,325	A	$ 27.28	333,098	D	
Common Shares	02/14/2019		S (1)		141,964	D	$ 63.9 (2)	191,134	D	
Common Shares	02/14/2019		S		50,000	D	$ 63.81	141,134	D	

						(3)		
Common Shares	02/19/2019		P	45,000 (4)	A	$ 64.73 (5)	186,134	D

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 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Exchangeable units (6)	(6)							(6)	(6)	Common Shares	
Option (right to buy)	$ 18.25	02/14/2019		M			16,438	(7)	02/28/2023	Common Shares	
Option (right to buy)	$ 18.25	02/14/2019		M			200,000	(7)	02/28/2023	Common Shares	
Option (right to buy)	$ 27.28	02/14/2019		M			29,325	(7)	03/06/2024	Common Shares	
Option (right to buy)	$ 27.28							03/07/2019	03/06/2024	Common Shares	
Option (right to buy)	$ 42.26							12/31/2019	03/05/2025	Common Shares	
Option (right to buy)	$ 42.26							03/06/2020	03/05/2025	Common Shares	
Restricted Share Units	(8)							(9)	(9)	Common Shares	
Dividend Equivalent Rights	(10)							(11)	(11)	Common Shares	1,
Option (right to buy)	$ 33.67							02/26/2021	02/25/2026	Common Shares	
	(8)							(12)	(12)		

Restricted Share Units				Common Shares	
Dividend Equivalent Rights	(10)	(13)	(13)	Common Shares	
Restricted Share Units	(8)	(14)	(14)	Common Shares	
Dividend Equivalent Rights	(10)	(15)	(15)	Common Shares	2
Performance Share Units	(16)	02/23/2023	02/23/2023	Common Shares	
Dividend Equivalent Rights	(17)	(18)	(18)	Common Shares	6,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACEDO ALEXANDRE 130 KING STREET WEST SUITE 300 TORONTO, A6 M5X 1E1			President,Tim Hortons	

Signatures

/s/ Lisa Giles-Klein, as Attorney-in-Fact for Alexandre Macedo	02/19/2019
**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 Reporting Person sold only the portion of the shares issued upon exercise of the options necessary to pay the option exercise price and applicable taxes.

(2) Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transaction ranged from $63.72 to $64.21 per share. 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) Represents the weighted average price of the shares sold. The prices of the shares sold pursuant to the transaction ranged from $63.77 to $63.92 per share. 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.

(4) Reflects purchases made to correct an inadvertent sale in order to satisfy the Reporting Person's holding requirements. As reflected in footnotes 2 and 3 above and footnote 5 below, the lowest purchase price for any of the shares purchased was higher than the highest sales price of any of the shares sold as reported in this Form 4, and therefore no profit was derived from the transactions.

(5) Represents the weighted average price of the shares purchased. The prices of the shares purchased pursuant to the transaction ranged from $64.52 to $64.78 per share. 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 purchased at each separate price.

(6) Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election, 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.

(7) These options are immediately exercisable.

(8) Each restricted share unit represents a contingent right to receive one common share.

(9) These restricted share units vest on December 31, 2020.

(10) Each whole dividend equivalent right represents a contingent right to receive one common share.

(11) 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.

(12) These restricted share units vest on December 31, 2021.

(13) These dividend equivalent rights accrued on the 2017 restricted share unit award (the "2017 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2017 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2017 RSUs to which they relate.

(14) These restricted share units vest on December 31, 2022.

(15) These dividend equivalent rights accrued on the 2018 restricted share unit award (the "2018 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2018 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2018 RSUs to which they relate.

(16) 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, 2015 and ending December 31, 2018 and will vest 100% on February 23, 2023, 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.

(17) Each whole 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.

(18) These dividend equivalent rights accrued on the PBRSUs. Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the PBRSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the PBRSUs to which they relate.

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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