

Dunnigan Matthew
Form 3
January 31, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Dunnigan Matthew
(Last) (First) (Middle)

226 WYECROFT ROAD
(Street)

OAKVILLE,Â A6Â L6K 3X7
(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
01/22/2018

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Shares

2,465

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

Date
Exercisable

Expiration
Date

Title

Amount or
Number of

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				Shares		(I) (Instr. 5)	
Option (right to buy)	03/06/2020	03/05/2025	Common Shares	30,000	\$ 42.26	D	Â
Restricted Share Units	Â (1)	Â (1)	Common Shares	4,596	\$ (2)	D	Â
Dividend Equivalent Rights	Â (3)	Â (3)	Common Shares	126.5174	\$ (4)	D	Â
Restricted Share Units	Â (5)	Â (5)	Common Shares	2,593	\$ (2)	D	Â
Dividend Equivalent Rights	Â (6)	Â (6)	Common Shares	33.245	\$ (4)	D	Â
Performance Share Units	02/26/2021	02/26/2021	Common Shares	60,000	\$ (7)	D	Â
Dividend Equivalent Rights	Â (8)	Â (8)	Common Shares	1,651.6625	\$ (9)	D	Â
Option (right to buy)	02/24/2022	02/23/2027	Common Shares	40,000	\$ 55.55	D	Â
Option (right to buy)	05/05/2022	05/04/2027	Common Shares	40,000	\$ 56.92	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunnigan Matthew 226 WYECROFT ROAD OAKVILLE,Â A6Â L6K 3X7	Â	Â	Â CFO	Â

Signatures

/s/ Lisa Giles-Klein, as Attorney-in-Fact for Matthew Dunnigan

01/31/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These restricted share units vest on December 31, 2020.

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

These dividend equivalent rights accrued on the 2016 restricted share unit award (the "2016 RSUs"). Dividend equivalent rights accrue (3) 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.

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

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

These dividend equivalent rights accrued on the 2017 restricted share unit award (the "2017 RSUs"). Dividend equivalent rights accrue

- (6) 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.

The shares reported represent an award of performance based restricted share units (the "PBRsUs") granted to the Reporting Person. The

- (7) PBRsUs will have a three-year performance period beginning January 1, 2015 and ending December 31, 2018 and will vest 100% on February 26, 2021, 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.

These dividend equivalent rights accrued on the PBRsUs. Dividend equivalent rights accrue when and as dividends are paid on the

- (8) 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.

- (9) 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.

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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