Restaurant Brands International Inc.
Form 4
December 16, 2014

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Caira Marc

(Last) (First) (Middle)

874 SINCLAIR ROAD

(Street)

OAKVILLE, A6 L6K 2Y1

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2014

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

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 Stock | 12/12/2014 | | A(1)(2) | | 28,569 | A | (2) | 28,569 | 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)

**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 Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Option (right to buy) | (3) (4) | 12/12/2014 | | A(1)(3)(4) | | 539,160 (5) | | (3)(4) | (3)(4) | Common Stock | 539,16 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Caira Marc<br>874 SINCLAIR ROAD<br>OAKVILLE, A6 L6K 2Y1 | X | | | |

# Signatures

| /s/ Lisa Giles-Klein as attorney-in-fact for Marc Caira | 12/16/2014 |
|---|---|
| **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)** On December 12, 2014, Burger King Worldwide, Inc. ("Burger King Worldwide") consummated the business combination (the "Merger") pursuant to the Arrangement Agreement and Plan of Merger dated August 26, 2014 by and among Burger King Worldwide, Tim Hortons Inc., Restaurant Brands International Inc. (f/k/a 9060669 Canada Inc. or 1011773 B.C. Unlimited Liability Company), Restaurant Brands International Limited Partnership (f/k/a New Red Canada Limited Partnership or New Red Canada Partnership), Blue Merger Sub, Inc., a corporation incorporated under the laws of Delaware, and 8997900 Canada Inc. (the "Arrangement Agreement").

**(2)** Pursuant to the Reporting Person's election under the Arrangement Agreement, and after giving effect to applicable proration, each share of Tim Hortons Inc. common stock previously held by the Reporting Person was converted into .82011 newly issued Restaurant Brands International Inc. common shares and C$65.00 in cash.

**(3)** Pursuant to the Arrangement Agreement, each Tim Hortons Inc. stock option (and its tandem stock appreciation right) outstanding at the close of the Merger was exchanged for a stock option (with a tandem stock appreciation right) to acquire from Restaurant Brands International Inc. a number of Restaurant Brands International Inc. common shares equal to the product of: (a) the number of Tim Hortons Inc. common shares subject to such Tim Hortons Inc. stock option multiplied by (b) the exchange ratio of 3.0879 (and rounded down to the nearest whole number of Restaurant Brands International Inc. common shares). Pursuant to the Arrangement Agreement, the exercise price per Restaurant Brands International Inc. common share of such Restaurant Brands International Inc. stock option is equal to the quotient of:

**(4)** (continued from Footnote 3) a) the exercise price per Tim Hortons Inc. common share subject to the exchanged Tim Hortons Inc. stock option divided by (b) the exchange ratio of 3.0879 (with the aggregate exercise price being rounded up to the nearest whole cent), provided that the in-the-money value of such per Restaurant Brands International Inc. stock options immediately after the issuance of such per Restaurant Brands International Inc. stock options may not exceed the in-the-money value of the Tim Hortons Inc. stock options immediately prior to such issuance. Subject to the foregoing, each per Restaurant Brands International Inc. stock option will have the same terms and conditions as were applicable to the exchanged Tim Hortons Inc. stock option.

**(5)** This figure includes the Reporting Person's holdings both of options and the tandem stock appreciation right.

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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