

FRANKLIN MARTIN E

Form 4

January 03, 2018

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 FRANKLIN MARTIN E

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)
 226 WYECROFT ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/30/2017

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

OAKVILLE, A6 L6K 3X7

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Shares	12/30/2017		A		1,951 (1)	\$ 0	16,050 D

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

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

SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: FRANKLIN MARTIN E - Form 4

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 or Number of Shares
Exchangeable units <u>(2)</u>	<u>(2)</u>					<u>(2)</u> <u>(2)</u>	Common Shares 1,161,46
Exchangeable units <u>(2)</u>	<u>(2)</u>					<u>(2)</u> <u>(2)</u>	Common Shares 157,706
Exchangeable units <u>(2)</u>	<u>(2)</u>					<u>(2)</u> <u>(2)</u>	Common Shares 277,310
Option (right to buy)	\$ 15.25					<u>(5)</u> 08/01/2022	Common Shares 32,786

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FRANKLIN MARTIN E 226 WYECROFT ROAD OAKVILLE, A6 L6K 3X7	X

Signatures

/s/ Lisa Giles-Klein as attorney-in-fact for Martin E.
Franklin

01/03/2018

 **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) Represents restricted stock units that are earned and vested upon grant and that settle upon termination of board service.

(2) 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.

Edgar Filing: FRANKLIN MARTIN E - Form 4

- Represents an indirect interest held by RSMA, LLC. The Reporting Person is the managing member of RSMA, LLC and may be
- (3) considered to have beneficial ownership of RSMA, LLC's interests in Restaurant Brands International, Inc. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

- Represents an indirect interest held by Mini-RSMA, LLC. The Reporting Person is the managing member of Mini-RSMA, LLC and may
- (4) be considered to have beneficial ownership of Mini-RSMA, LLC's interests in Restaurant Brands International, Inc. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

- (5) These options are immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.