

Athayde Felipe A
 Form 4
 April 22, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Athayde Felipe A

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)
 5707 BLUE LAGOON DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/18/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Brand Pres., Popeyes, Americas

MIAMI, FL 33126
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Shares	04/18/2019		C ⁽¹⁾	1,140 A \$ 0	10,338	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)

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Exchangeable Units ⁽²⁾	<u>(2)</u>	04/18/2019		<u>C</u> ⁽¹⁾	1,140	<u>(2)</u>	<u>(2)</u>	Common Shares	1
Option (right to buy)	\$ 27.28					<u>(3)</u>	03/06/2024	Common Shares	2
Option (right to buy)	\$ 27.28					<u>(3)</u>	03/06/2024	Common Shares	50
Option (right to buy)	\$ 42.26					12/31/2019	03/05/2025	Common Shares	3
Option (right to buy)	\$ 42.26					03/06/2020	03/05/2025	Common Shares	13
Restricted Share Units	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Shares	10
Dividend Equivalent Rights	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Shares	732
Restricted Share Units	<u>(4)</u>					<u>(8)</u>	<u>(8)</u>	Common Shares	6
Dividend Equivalent Rights	<u>(6)</u>					<u>(9)</u>	<u>(9)</u>	Common Shares	363
Restricted Share Units	<u>(4)</u>					<u>(10)</u>	<u>(10)</u>	Common Shares	3
Dividend Equivalent Rights	<u>(6)</u>					<u>(11)</u>	<u>(11)</u>	Common Shares	131
Performance Share Units	<u>(12)</u>					02/06/2021	02/06/2021	Common Shares	80
Dividend Equivalent Rights	<u>(6)</u>					<u>(13)</u>	<u>(13)</u>	Common Shares	5,52
Restricted Share Units	<u>(4)</u>					<u>(14)</u>	<u>(14)</u>	Common Shares	6
	<u>(6)</u>					<u>(15)</u>	<u>(15)</u>		52

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February 26, 2021, which is the fifth anniversary of the grant date.

(13) 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.

(14) These restricted share units vest on December 31, 2023.

(15) These dividend equivalent rights accrued on the 2019 restricted share unit award (the "2019 RSUs"). Dividend equivalent rights accrue when and as dividends are paid on the common shares underlying the 2019 RSUs and vest proportionately with and are subject to settlement and expiration upon the same terms as the 2019 RSUs to which they relate.

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