

MACEDO ALEXANDRE
Form 3
December 22, 2017

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MACEDO ALEXANDRE | | (Month/Day/Year) | Restaurant Brands International Inc. [QSR] | |
| (Last) | (First) | (Middle) | 12/12/2017 | |
| 226 WYECROFT ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| OAKVILLE,Â A6Â L6K 3X7 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President, Tim Hortons | |

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 | 16,734 | 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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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 | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|------------------|------------------|---------------|----------|----------------------------------|-------------------|---|
| Exchangeable units ⁽¹⁾ ⁽²⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Shares | 41,691 | \$ ⁽¹⁾ ⁽²⁾ | D | Â |
| Option (right to buy) | Â ⁽³⁾ | 07/31/2021 | Common Shares | 40,139 | \$ 3.54 | D | Â |
| Option (right to buy) | Â ⁽³⁾ | 02/20/2022 | Common Shares | 4,308 | \$ 3.54 | D | Â |
| Option (right to buy) | Â ⁽³⁾ | 02/28/2022 | Common Shares | 75,458 | \$ 3.97 | D | Â |
| Option (right to buy) | 12/31/2017 | 02/28/2023 | Common Shares | 16,438 | \$ 18.25 | D | Â |
| Option (right to buy) | 03/01/2018 | 02/28/2023 | Common Shares | 200,000 | \$ 18.25 | D | Â |
| Option (right to buy) | 12/31/2018 | 03/06/2024 | Common Shares | 29,325 | \$ 27.28 | D | Â |
| Option (right to buy) | 03/07/2019 | 03/06/2024 | Common Shares | 100,000 | \$ 27.28 | D | Â |
| Option (right to buy) | 12/31/2019 | 03/05/2025 | Common Shares | 33,128 | \$ 42.26 | D | Â |
| Option (right to buy) | 03/06/2020 | 03/05/2025 | Common Shares | 100,000 | \$ 42.26 | D | Â |
| Restricted Share Units | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Shares | 28,215 | \$ ⁽⁵⁾ | D | Â |
| Dividend Equivalent Rights | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Shares | 679.5154 | \$ ⁽⁷⁾ | D | Â |
| Option (right to buy) | 02/26/2021 | 02/25/2026 | Common Shares | 100,000 | \$ 33.67 | D | Â |
| Restricted Share Units | Â ⁽⁸⁾ | Â ⁽⁸⁾ | Common Shares | 11,006 | \$ ⁽⁵⁾ | D | Â |
| Dividend Equivalent Rights | Â ⁽⁹⁾ | Â ⁽⁹⁾ | Common Shares | 103.7441 | \$ ⁽⁷⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MACEDO ALEXANDRE 226 WYECROFT ROAD OAKVILLE, Â A6Â L6K 3X7 | Â | Â | Â President, Tim Hortons | Â |

Signatures

/s/ Lisa Giles-Klein, as Attorney-in-Fact for Alexandre
Macedo

12/22/2017

__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) 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., Restaurant Brands International Limited Partnership and the other parties thereto (the "Arrangement Agreement"). Pursuant to the Reporting Person's election under the Arrangement Agreement, each share of Burger King Worldwide common stock previously held by the Reporting Person was converted into one Restaurant Brands International Limited Partnership exchangeable unit.

(2) Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election, at any time after the one year anniversary of the Merger, 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.

(3) These options are immediately exercisable.

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

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

(6) 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.

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

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

(9) 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.

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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