

Restaurant Brands International Limited Partnership

Form 3

December 04, 2018

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Restaurant Brands

International Limited Partnership

(Last)

(First)

(Middle)

130 KING STREET WEST,
SUITE 300, P.O. BOX 339

(Street)

TORONTO

ONTARIO, M5X 1E1

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/30/2018

3. Issuer Name and Ticker or Trading Symbol

CARROLS RESTAURANT GROUP, INC. [TAST]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)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 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)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-------------------------------------------|--------------|--------------|-----------------|-----------|---------------|----------------------------------|-------------------------|
| Convertible Preferred Stock <u>(1)</u> | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 8,755,559 | \$ <u>(1)</u> | I | See Footnote <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Restaurant Brands International Limited Partnership 130 KING STREET WEST, SUITE 300 P.O. BOX 339 TORONTO ONTARIO,Â Z4Â M5X 1E1 | Â X | Â X | Â | Â |
| Restaurant Brands International Inc. 130 KING STREET WEST, SUITE 300 P.O. BOX 339 TORONTO ONTARIO,Â Z4Â M5X 1E1 | Â X | Â X | Â | Â |

Signatures

/s/ Jon Domanko, Authorized
Officer 12/04/2018

 Signature of Reporting Person Date

/s/ Jon Domanko, Authorized
Officer 12/04/2018

 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).

Represents 93 shares of Convertible Preferred Stock, each convertible into 94,145.80 shares of Common Stock, par value \$0.01 per share
(1) of the Issuer. The shares of Convertible Preferred Stock are convertible at any time at the option of the holder and do not have an expiration date.

This report is being filed jointly by Restaurant Brands International Limited Partnership ("Partnership") and Restaurant Brands
(2) International Inc. ("RBI"). The reported securities are owned directly by an indirect subsidiary of Partnership. RBI is the sole general partner of Partnership. Jose E. Cil and Matthew Dunnigan, executive officers of RBI, serve as directors on the Issuer's board of directors.

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.