

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, 2015  
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  
(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                   | 12/30/2017                           |  | A                              | V Amount (1) 1,951  | \$ 0 16,050   | 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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(3) Represents an indirect interest held by RSMA, LLC. The Reporting Person is the managing member of RSMA, LLC and may be 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.

(4) Represents an indirect interest held by Mini-RSMA, LLC. The Reporting Person is the managing member of Mini-RSMA, LLC and may 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.

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