Behring Alexandre Form 4 January 03, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Behring Alexandre Issuer Symbol Restaurant Brands International Inc. (Check all applicable) [QSR] _X__ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Officer (give title _ Other (specify (Month/Day/Year) below) 226 WYECROFT ROAD 12/30/2017 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

OAKVILLE, A6 L6K 3X7

(Ctata)

(7:m)

(C:+-)

| (City) | (State) (A | Table | I - Non-De | erivative Securities A | cquired, Disposed | of, or Beneficia | lly Owned |
|------------|---------------------|--------------------|------------|------------------------|-------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | onAcquired (A) or | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed of (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownership |
| | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | (4) | Reported | | |
| | | | | (A) | Transaction(s) | | |
| | | | Code V | or Amount (D) Price | (Instr. 3 and 4) | | |
| G | | | Code V | | e | | |
| Common | 12/30/2017 | | A | 3,903 A \$ 0 | 110,765 | D | |
| Shares | 12/30/2017 | | 11 | (1) (1) | 110,703 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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. Transactic Code (Instr. 8) | | rNumber Expiration Date Underlying Sector of (Month/Day/Year) (Instr. 3 and 4) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | Securities | 8. Pri Deriv Secur (Instr | |
|---|---|---|---|--|---------|---|--------------------|------------------|------------------------------------|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Option (right to buy) | \$ 3.54 | | | | | (2) | 02/02/2021 | Common Shares | 212,105 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Behring Alexandre | | | | | | |
| 226 WYECROFT ROAD | X | | | | | |
| OAKVILLE A616K 3X7 | | | | | | |

Signatures

/s/ Lisa Giles-Klein as attorney-in-fact for Alexandre 01/03/2018 Behring

> **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) 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.

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