

Restaurant Brands International Inc.
 Form 4/A
 December 23, 2014

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 *
 Caira Marc

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)
 874 SINCLAIR ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

OAKVILLE, A6 L6K 2Y1
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/16/2014

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) | Code | V | Amount | (D) | Price |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|--------------------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|--------------------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|-----------------------|------------------------------|------------------|---|------------------------------------|------------------|-----------------|--------------|----------------------|
| | | | Code | V (A) (D) | | | | |
| Option (right to buy) | \$ 25.44 (1) (2) (3) | 12/12/2014 | A | (1)(2)(3) <u>(4)</u> <u>(5)</u> | <u>(6)</u> | <u>(7)</u> | Common Stock | 192,281 |
| Option (right to buy) | \$ 24.93 (1) (2) (3) | 12/12/2014 | A | (1)(2)(3) <u>(4)</u> <u>(5)</u> | <u>(6)</u> | <u>(7)</u> | Common Stock | 348,854 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Caira Marc 874 SINCLAIR ROAD OAKVILLE, A6 L6K 2Y1 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Lisa Giles-Klein as attorney-in-fact for Marc Caira | 12/23/2014 |
| **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).

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, (1) Tim Hortons Inc., Restaurant Brands International Inc. (f/k/a 9060669 Canada Inc. or 1011773 B.C. Unlimited Liability Company), Restaurant Brands International Limited Partnership (f/k/a New Red Canada Limited Partnership or New Red Canada Partnership), Blue Merger Sub, Inc., a corporation incorporated under the laws of Delaware, and 8997900 Canada Inc. (the "Arrangement Agreement").

Pursuant to the Arrangement Agreement, each Tim Hortons Inc. stock option (and its tandem stock appreciation right) outstanding at the close of the Merger was exchanged for a stock option (with a tandem stock appreciation right) to acquire from Restaurant Brands International Inc. a number of Restaurant Brands International Inc. common shares equal to the number of common shares underlying the original Tim Hortons Inc. stock option divided by the exchange ratio of 2.4106 (with the result rounded down to the nearest full share). The exercise price of these new Restaurant Brands International Inc. stock options was calculated by dividing the exercise price of the original Tim Hortons Inc. stock option by the exchange ratio of 2.4106 (with the result rounded up to the nearest full cent).

(2) (Continued from footnote 2) The exchange ratio of 2.4106 was calculated by dividing the price of Tim Hortons Inc. common stock at market close on the Toronto Stock Exchange on Thursday, December 11, 2014 (C\$99.45) by the volume weighted average price of Restaurant Brands International Inc. common stock at market close on the Toronto Stock Exchange on Monday, December 15, 2014 (C\$41.2545).

(3) These two option grants were originally included on the Reporting Person's Form 4 filed on 12/16/2014 as a single option grant. This amendment has (4) disaggregated the options based on two different exercise prices; and (2) corrected the total number of options from the 539,160 figure originally reported.

(4) This figure includes the Reporting Person's holdings both of options and the tandem stock appreciation right.

(5)

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- (6) These options are vested and immediately exercisable under the terms of the original Tim Hortons Inc. stock options based upon a change of control to Tim Hortons Inc. following the Merger and termination of the Reporting Person's employment with Tim Hortons Inc.
- (7) These options are exercisable until the earlier of (i) December 14, 2017; and (ii) 90 days after cessation of the Reporting Person's service on the Restaurant Brands International Inc. 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.

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