

Restaurant Brands International Inc.
Form 3
September 25, 2015

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)

<p>1. Name and Address of Reporting Person *</p> <p>3G Restaurant Brands Holdings LP</p> <p>(Last) (First) (Middle)</p> <p>C/O 3G CAPITAL, INC., 600 THIRD AVENUE, 37TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10016</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/24/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Restaurant Brands International Inc. [QSR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Exchangeable units <u>(1)</u> <u>(2)</u>	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	243,858,915 \$ <u>(1)</u>	D <u>(3)</u> Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
3G Restaurant Brands Holdings LP C/O 3G CAPITAL, INC. 600 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10016	Â	Â X	Â	Â
3G Restaurant Brands Holdings General Partner Ltd. C/O 3G CAPITAL, INC. 600 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10016	Â	Â X	Â	Â

Signatures

/s/ Bradley Brown
Date: 09/25/2015
**Signature of Reporting Person

/s/ Bradley Brown
Date: 09/25/2015
**Signature of Reporting Person

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) Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election, at any time after December 12, 2015, 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.

(2) On September 24, 2015, 3G Special Situations Fund II, L.P. ("3G Special Situations Fund II") completed an internal restructuring of its holdings (the "Internal Restructuring"). In connection with the Internal Restructuring, 3G Special Situations Fund II formed 3G Restaurant Brands Holdings LP ("3G RBH") and transferred to it all of its interests in Restaurant Brands International Limited Partnership ("RBI LP"). 3G RBH was formed for the purpose of continuing to hold 3G Special Situations Fund II's interests in RBI LP for the benefit of 3G Special Situations Fund II's former limited partners and general partner. In consideration for the transfer, 3G Special Situations Fund II received limited partnership interests in 3G RBH. The transferred 243,858,915 Exchangeable Units are the sole assets of 3G RBH.

(3) 3G RBH directly owns the reported securities. As a result, 3G Restaurant Brands Holdings General Partner Ltd., as the general partner of 3G RBH, may be deemed to have voting and dispositive power with respect to the reported securities. Each of 3G RBH and 3G Restaurant Brands Holdings General Partner Ltd. disclaim beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the

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securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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