

Restaurant Brands International Inc.

Form 3

September 25, 2015

FORM 3UNITED 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 *3G Restaurant Brands
Holdings LP

(Last) (First) (Middle)

C/O 3G CAPITAL, INC., 600
THIRD AVENUE, 37TH
FLOOR

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
09/24/20153. Issuer Name and Ticker or Trading Symbol
Restaurant Brands International Inc. [QSR]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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)

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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)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. 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 ⁽¹⁾ ⁽²⁾	Â ⁽¹⁾	Â ⁽¹⁾	Common Stock	243,858,915 \$ ⁽¹⁾	D ⁽³⁾ 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 09/25/2015

Signature of
Reporting Person Date

/s/ Bradley
Brown 09/25/2015

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).

(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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