Restaurant Brands International Inc.
Form SC 13D/A
November 08, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 8)*

Restaurant Brands International Inc.

(Name of Issuer)

Common Shares, without par value

(Title of Class of Securities)

76131D103

(CUSIP Number)

Jill Granat

General Counsel and Corporate Secretary

c/o Restaurant Brands International Inc.

226 Wyecroft Road

Oakville, Ontario, L6K 3X7

(905) 845-6511

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

with a copy to:

Bradley Brown, Esq.

3G Capital, Inc.

600 Third Avenue 37th Floor

New York, New York 10016

(212) 893-6727

William B. Sorabella, Esq.

Joshua N. Korff, Esq.

Kirkland & Ellis LLP

601 Lexington Avenue

New York, New York 10022

(212) 446-4800

November 6, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment contain information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 76131D103 Page 2

1 Name of reporting person

3G Restaurant Brands Holdings General Partner Ltd.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place or organization

Cayman Islands

Number of shares beneficially owned by each reporting person with	7	Sole voting power 0
	8	Shared voting power 189,989,638 *
	9	Sole dispositive power 0
	10	Shared dispositive power

189,989,638 *

11 Aggregate amount beneficially owned by each person

189,989,638 *

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

41.4%

14 Type of reporting person

CO

See Item 4 and Item 5 of this Schedule 13D.

* Beneficial ownership of the Common Shares of the issuer is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of these Common Shares as a result of the relationships described under Item 2 and Item 3 and the matters described in Item 4 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any Common Shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

CUSIP No. 76131D103 Page 3

1 Name of reporting person

3G Restaurant Brands Holdings LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place or organization

Cayman Islands

Number of shares beneficially owned by each reporting person with	7	Sole voting power 0
	8	Shared voting power 189,989,638 *
	9	Sole dispositive power 0
	10	Shared dispositive power

189,989,638 *

11 Aggregate amount beneficially owned by each person

189,989,638 *

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

41.4%

14 Type of reporting person

PN

See Item 4 and Item 5 of this Schedule 13D.

* Beneficial ownership of the Common Shares of the issuer is being reported hereunder solely because the reporting person may be deemed to have beneficial ownership of these Common Shares as a result of the relationships described under Item 2 and Item 3 and the matters described in Item 4 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any of the reporting persons that it is the beneficial owner of any Common Shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Explanatory Note:

This Amendment No. 8 to the initial Statement on Schedule 13D, filed on December 22, 2014 (the initial Schedule 13D), as amended by Amendment No. 1, filed on September 25, 2015, Amendment No. 2, filed on December 7, 2015, Amendment No. 3, filed on December 16, 2015, Amendment No. 4, filed on November 1, 2017, Amendment No. 5, filed on November 13, 2017, Amendment No. 6, filed on November 17, 2017 and Amendment No. 7, filed on October 30, 2018 (as amended, the Schedule 13D), amends and restates, where indicated, the Schedule 13D relating to the Common Shares of Restaurant Brands International Inc. (the Issuer) by: (i) 3G Restaurant Brands Holdings General Partner Ltd., a Cayman Islands exempted company (3G RBH GP); and (ii) 3G Restaurant Brands Holdings LP, a Cayman Islands limited partnership (3G RBH). Capitalized terms used in this Amendment No. 8 and not otherwise defined herein have the meanings given to them in the initial Schedule 13D.

This Amendment is being filed primarily to provide additional detail about the 2018 Distribution (as defined below).

Item 4. Purpose of Transaction.

Item 4 of Schedule 13D is hereby amended to add the following language:

On November 6, 2018, the Reporting Persons distributed 1,106,925 Exchangeable Units of Restaurant Brands International Limited Partnership (RBI LP) to certain limited partners of 3G RBH (the 2018 Distribution).

The Reporting Persons continue to hold 189,989,638 Exchangeable Units, for which they have not submitted any exchange notice or engaged in a distribution. The Reporting Persons have no present plan or proposal to submit an exchange notice or engage in a distribution regarding these Exchangeable Units.

Except as set forth in this Schedule 13D and in connection with the Transactions, the 2018 Exchange, the 2018 Distribution and the other transactions discussed herein, the Reporting Persons have no plan or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5(a), (b) and (c) of the Schedule 13D is hereby amended and replaced in its entirety with the following language:

(a) and (b)

As a result of the consummation of the Transactions, the Partnership Agreement, the Voting Trust Agreement and the subsequent transactions discussed herein, 3G RBH GP and 3G RBH beneficially own and may be deemed to have shared voting and dispositive power with respect to, and each Reporting Person may be deemed to beneficially own and have shared voting and dispositive power with respect to 189,989,638 Exchangeable Units. All Common Shares and Exchangeable Units numbers and percentages are based on (i) 251,315,753 total Common Shares outstanding as of October 19, 2018, according to information provided by the Issuer on its Form 10-Q filed on October 24, 2018 and (ii) 217,543,591 Common Shares that would be issued upon exchange of the 217,543,591 Exchangeable Units outstanding as of October 19, 2018, according to information provided by RBI LP on its Form 10-Q filed on October 24, 2018, and after giving effect to the transactions discussed herein, including the repurchase by RBI LP of 10,000,000 Exchangeable Units. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person, other than, solely with respect to the Exchangeable Units acquired in the Transactions or subsequent transactions discussed herein by 3G RBH, that it is the beneficial owner of any of the Exchangeable Units or Common Shares referred to herein for purposes of the Exchange Act, or for any other

purpose, and such beneficial ownership is expressly disclaimed.

Except as set forth in this Item 5(a), none of the Reporting Persons and, to the knowledge of the Reporting Persons, no person named in Schedule A beneficially owns any Common Shares.

The information set forth in Item 2 is incorporated by reference into this Item 5(b).

(c)

On November 6, 2018, RBI LP completed the repurchase of 10,000,000 Exchangeable Units from the Reporting Persons for cash based on the 20-day volume weighted average price of the Issuer s common shares. On November 6, 2018, the Reporting Persons distributed 1,106,925 Exchangeable Units to certain limited partners of 3G RBH pursuant to the terms of 3G RBH s limited partnership agreement. Except as stated otherwise in this Item 5(c) or in Item 4 herein, there have been no other transactions in the securities of the Issuer effected by the Reporting Persons in the last 60 days.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned s knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: November 8, 2018

3G RESTAURANT BRANDS HOLDINGS GENERAL PARTNER LTD.

By: /s/ Bernardo Piquet
Name: Bernardo Piquet
Title: Director

3G RESTAURANT BRANDS HOLDINGS LP

By: /s/ Bernardo Piquet
Name: Bernardo Piquet
Title: Director