

FRANKLIN MARTIN E  
Form 4  
January 02, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
FRANKLIN MARTIN E

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)

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

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

130 KING STREET WEST, SUITE 300

12/29/2018

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

TORONTO, A6 M5X 1E1

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4)
Common Shares	12/29/2018		A	(A) 2,307 (1)	\$ 0 18,357	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: FRANKLIN MARTIN E - Form 4

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Exchangeable units <u>(2)</u>	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Shares	1,161,46
Exchangeable units <u>(2)</u>	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Shares	157,706
Exchangeable units <u>(2)</u>	<u>(2)</u>					<u>(2)</u>	<u>(2)</u>	Common Shares	277,310
Option (right to buy)	\$ 15.25					<u>(5)</u>	08/01/2022	Common Shares	32,786

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANKLIN MARTIN E 130 KING STREET WEST SUITE 300 TORONTO, A6 M5X 1E1		X		

## Signatures

/s/ Lisa Giles-Klein as attorney-in-fact for Martin E. Franklin 01/02/2019

\_\_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) Each Restaurant Brands International Limited Partnership exchangeable unit is convertible, at the Reporting Person's election 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.

## Edgar Filing: FRANKLIN MARTIN E - Form 4

(3) Represents an indirect interest held by RSMA, LLC. The Reporting Person is the managing member of RSMA, LLC and may be considered to have beneficial ownership of RSMA, LLC's interests in Restaurant Brands International, Inc. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(4) Represents an indirect interest held by Mini-RSMA, LLC. The Reporting Person is the managing member of Mini-RSMA, LLC and may be considered to have beneficial ownership of Mini-RSMA, LLC's interests in Restaurant Brands International, Inc. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(5) 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.