

3G Restaurant Brands Holdings General Partner Ltd.
 Form 4
 October 30, 2018

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 *
 3G Restaurant Brands Holdings
 General Partner Ltd.

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/30/2018

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

NEW YORK, NY 10016

4. 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

(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 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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Exchangeable units <u>(1)</u> <u>(2)</u>	<u>(1)</u>	10/30/2018	C <u>(3)(4)</u>		10,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock

Reporting Owners

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

Signatures

/s/ Bernardo Piquet 10/30/2018
 **Signature of Reporting Person Date

/s/ Bernardo Piquet 10/30/2018
 **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) Each Restaurant Brands International Limited Partnership ("RBI LP") exchangeable unit (the "exchangeable units") is convertible, at the Reporting Person's election, into common shares (the "common shares") of Restaurant Brands International Inc. ("RBI") or a cash amount equal to a prescribed cash amount determined by reference to the weighted average trading price of RBI'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 RBI LP (subject to the consent of the RBI conflicts committee, in certain circumstances). This conversion right has no expiration date.

(2) 3G Restaurant Brands Holdings General Partner Ltd. is the general partner of 3G RBH. Accordingly, 3G Restaurant Brands Holdings General Partner Ltd. may be deemed to have voting and dispositive power with respect to the reported securities held by 3G RBH. 3G Restaurant Brands Holdings General Partner Ltd. disclaims 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 securities for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose.

(3) Pursuant to the terms of the Partnership Agreement, 3G RBH delivered to RBI LP an exchange notice to exchange 11,106,925 exchangeable units held by 3G RBH (the "Exchange"). Subsequent thereto, 1,106,925 Exchangeable Units were withdrawn from the

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exchange notice. As announced by RBI on October 24, 2018, upon receipt of the exchange notice, RBI, in its capacity as general partner of RBI LP, elected to have RBI LP satisfy the Exchange by repurchasing 10,000,000 exchangeable units for cash.

- (4) (Continued from footnote 3) The exchange notice became irrevocable on October 30, 2018 with respect to 10,000,000 Exchangeable Units. The Exchange will be effected as of the close of business on November 6, 2018.

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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