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**Section 1: 8-K (8-K)**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 8, 2019**

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**RESTAURANT BRANDS INTERNATIONAL INC.  
RESTAURANT BRANDS INTERNATIONAL  
LIMITED PARTNERSHIP**

(Exact name of registrant as specified in its charter)

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**Canada  
Ontario**  
(State or other jurisdiction  
of incorporation)

**001-36786  
001-36787**  
(Commission  
File Number)

**98-1202754  
98-1206431**  
(IRS Employer  
Identification No.)

**Restaurant Brands International Inc.  
Restaurant Brands International Limited Partnership  
130 King Street West, Suite 300  
Toronto, Ontario M5X 1E1**  
(Address of principal executive offices, including Zip Code)

**(905) 845-6511**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, without par value	QSR	New York Stock Exchange
Class B exchangeable limited partnership units	QSP	Toronto Stock Exchange Toronto Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2of the Securities Exchange Act of 1934 (§240.12b-2of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

#### Item 1.01. Entry into a Material Definitive Agreement.

On August 9, 2019, Restaurant Brands International Inc. (“RBI” or the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Morgan Stanley & Co. LLC as the underwriter (the “Underwriter”), HL1 17 LP (the “Selling Shareholder”), an affiliate of 3G Capital Partners LP (“3G Capital”), as the selling shareholder, and Morgan Stanley & Co. LLC as the forward seller and forward purchaser (in both roles, the “Forward Counterparty”) relating to the sale of 24,000,000 common shares (the “Shares”) of RBI, no par value (the “Common Shares”) to the Underwriter (the “Offering”). The Offering relates to Common Shares that the Selling Shareholder will receive upon exchange of an equal number of Class B exchangeable limited partnership units (the “Partnership exchangeable units”) in Restaurant Brands International Limited Partnership (“RBI LP”), which is expected to close on or before August 29, 2019 (the “Exchange”). RBI will not sell any Common Shares in the Offering and will not receive any proceeds from the sale of the Shares in the Offering.

Pursuant to the Underwriting Agreement, the Forward Counterparty agreed to sell 24,000,000 Common Shares to the Underwriter, at a price of \$72.50 per Common Share, subject to the terms and conditions set forth therein. In connection with the Offering, the Selling Shareholder entered into a forward sale agreement (the “Forward Sale Agreement”) with the Forward Counterparty with respect to an aggregate of 24,000,000 Common Shares (the “Forward Shares”). In connection with the Forward Sale Agreement, the Forward Counterparty or its affiliates agreed to borrow an aggregate of 24,000,000 Common Shares from third parties that will be delivered to the Underwriter in the Offering. The Selling Shareholder is expected to physically settle the Forward Sale Agreement by delivering to the Forward Counterparty the Common Shares received upon the Exchange. Upon settlement of the Forward Sale Agreement, the Selling Shareholder will receive, in cash, \$72.50 per Common Share, subject to certain adjustments as provided in the Forward Sale Agreement. The settlement of the Forward Sale Agreement is expected to occur on or before August 29, 2019.

The Offering is expected to close on August 13, 2019. After giving effect to the Exchange and the settlement by the Selling Shareholder of the Forward Shares with the Forward Counterparty, 3G Restaurant Brands Holdings LP (“3G RBH”) will hold approximately 36% of the combined voting power with respect to RBI.

Pursuant to the terms of the Underwriting Agreement, RBI, the Selling Shareholder, 3G RBH and an affiliate of 3G RBH (the “3G Funds”) have agreed with the Underwriters, subject to certain exceptions, not to dispose of or hedge any of their Common Shares or securities convertible into or exchangeable for Common Shares during the period from the date of the Offering, continuing through the date 60 days thereafter, except with the prior written consent of the Underwriter. RBI has also agreed to (i) impose and enforce the restrictions applicable to the 3G Funds set forth above with respect to each of its directors affiliated with the 3G Funds, and each of its directors that beneficially owns more than one million Common Shares and (ii) impose a trading blackout for each of its executive officers and directors, other than those directors described in the preceding clause, for ten business days from the date of the Offering. In addition, RBI and the Selling Shareholder have agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the Underwriter may be required to make in respect of those liabilities.

A copy of the opinion of Stikeman Elliott LLP relating to the validity of the Shares is filed as Exhibit 5.1 to this Current Report on Form 8-K.

#### Item 7.01 Regulation FD Disclosure

On August 8, 2019, RBI issued a press release regarding the receipt of an initial exchange notice related to Partnership exchangeable units of RBI LP, the intent to satisfy the exchange notice with the delivery of Common Shares and the commencement of the Offering. On August 9, 2019, RBI issued a press release announcing the upsized and pricing of the Offering. Copies of the press releases are attached as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K.

The information in this Item 7.01 as well as the press releases attached as Exhibits 99.1 and 99.2 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
5.1	<a href="#">Opinion of Stikeman Elliot LLP.</a>
23.1	<a href="#">Consent of Stikeman Elliott LLP (included in Exhibit 5.1).</a>
99.1	<a href="#">Press release issued by the Company on August 8, 2019.</a>
99.2	<a href="#">Press release issued by the Company on August 9, 2019.</a>
104	Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**RESTAURANT BRANDS INTERNATIONAL INC.**

**RESTAURANT BRANDS INTERNATIONAL  
LIMITED PARTNERSHIP, by its general partner  
RESTAURANT BRANDS INTERNATIONAL INC.**

/s/ Jill Granat

Name: Jill Granat

Title: General Counsel and Corporate Secretary

Date: August 13, 2019

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## **Section 2: EX-5.1 (EX-5.1)**

**Exhibit 5.1**

**Stikeman Elliott**

August 13, 2019

Ladies and Gentlemen:

We are acting as counsel to Restaurant Brands International Inc. (the “Corporation”) in connection with the offering and sale (the “Offering”) by HL1 17 LP (the “Selling Shareholder”), an affiliate of 3G Capital Partners LP, of 24,000,000 common shares of the Corporation, no par value (the “Shares”) pursuant to a prospectus supplement (the “Prospectus Supplement”), dated August 9, 2019, to the prospectus (the “Base Prospectus, and together with the Prospectus Supplement, the “Final Prospectus”) that form a part of the automatic shelf registration statement on Form S-3 (such registration statement, including the documents incorporated by reference therein, the “Registration Statement”) filed by the Corporation on August 8, 2019 with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”).

We have made such investigations and examined originals or copies certified or otherwise identified to our satisfaction of such documents, records and certificates of the Corporation as we have considered necessary or relevant for the purposes of this opinion including:

- (a) the Registration Statement, including the Base Prospectus contained therein;
- (b) the Final Prospectus;
- (c) the articles of incorporation, as amended to date, and by-laws of the Corporation;
- (d) resolutions of the board of directors of the Corporation and a committee thereof relating to the Offering, the registration of the Shares and related matters; and
- (e) such other proceedings, certificates, documents, instruments and records as we have deemed necessary to enable us to render this opinion, subject to the assumptions, limitations and qualifications stated herein.

For purposes of this opinion, we have assumed with respect to all documents examined by us, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as certified, conformed, telecopied or photostatic copies and the legal capacity of all individuals who have executed any of such documents. As to any facts material to the opinions expressed herein which were not independently established or verified, we have, with your consent, relied upon oral or written statements and representations of officers and other representatives of the Corporation, the Selling Shareholder and others.

Based and relying upon and subject to the foregoing, we are of the opinion that the Shares have been validly issued and outstanding as fully paid and non-assessable shares.

The foregoing opinion is limited to the laws of the Province of Ontario and the federal laws of Canada applicable therein.

We consent to the filing of this opinion as an exhibit to the Corporation’s Current Report on Form 8-K filed with the Commission on the date hereof and its incorporation by reference into the Registration Statement and to the use of our name under the caption “Legal Matters” in the Final Prospectus which is part of the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

*/s/ Stikeman Elliott LLP*

Stikeman Elliott LLP

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## Section 3: EX-99.1 (EX-99.1)

Exhibit 99.1



**Restaurant Brands International Inc. Announces  
Receipt of Exchange Notice, Intent to Use Common Shares to Satisfy Exchange  
and  
Commencement of Secondary Offering of Common Shares**

TORONTO, ON, August 8, 2019 /CNW/ - Restaurant Brands International Inc. (“RBI” or the “Company”) (TSX/NYSE: QSR) announced today that Restaurant Brands International Limited Partnership (“RBI LP”) had received an exchange notice from HL1 17 LP, an affiliate of 3G Capital Partners Ltd. (“3G Capital”), to exchange 20,000,000 Class B exchangeable limited partnership units (the “Exchangeable Units”) of RBI LP. RBI LP intends to satisfy this notice with the delivery of 20,000,000 common shares (the “Exchange”).

RBI also announced that HL1 17 LP has commenced an underwritten registered public offering of 20,000,000 common shares. HL1 17 LP expects to enter into a forward sale agreement with Morgan Stanley (the "forward counterparty") with respect to 20,000,000 common shares. In connection with the forward sale agreement, the forward counterparty or its affiliates are expected to borrow and sell to the underwriter an aggregate of 20,000,000 common shares that will be delivered in this offering. HL1 17 LP is expected to physically settle the forward sale agreement by delivering to the forward counterparty the common shares received upon the Exchange. Upon settlement of the forward sale agreement, HL1 17 LP will receive, in cash, the public offering price of the 20,000,000 common shares, less underwriting discounts and commissions, subject to certain adjustments as provided in the forward sale agreement. The settlement of the forward sale agreement and the Exchange is expected to occur on or before August 29, 2019.

RBI will not sell any common shares in the offering and will not receive any proceeds from the sale of the common shares. The aggregate number of Exchangeable Units and common shares will not change as a result of the transactions.

Morgan Stanley will serve as sole book-running manager in the offering.

The offering is being made pursuant to an effective shelf registration statement (containing a prospectus) filed with the Securities & Exchange Commission. A preliminary prospectus supplement relating to the offering will be filed with the SEC and will be available on the SEC's website at <http://www.sec.gov>. A copy of the preliminary prospectus supplement and accompanying prospectus relating to the offering may be obtained by contacting Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2<sup>nd</sup> Floor New York, NY 10014.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or other jurisdiction. Neither the preliminary prospectus supplement nor the accompanying prospectus relating to the offering constitutes a prospectus under Canadian securities laws and therefore does not qualify the securities offered thereunder in Canada.

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## Contacts

### Investors

[investor@rbi.com](mailto:investor@rbi.com)

### Media

[media@rbi.com](mailto:media@rbi.com)

## About Restaurant Brands International

Restaurant Brands International Inc. is one of the world's largest quick service restaurant companies with more than \$32 billion in system-wide sales and over 26,000 restaurants in more than 100 countries and U.S. territories. RBI owns three of the world's most prominent and iconic quick service restaurant brands – TIM HORTONS®, BURGER KING®, and POPEYES®. These independently operated brands have been serving their respective guests, franchisees and communities for over 45 years.

## Forward-Looking Statements

*This press release includes forward-looking statements, which are often identified by the words “may,” “might,” “believes,” “thinks,” “anticipates,” “plans,” “expects,” “intends” or similar expressions and reflect management’s expectations regarding future events and operating performance and speak only as of the date hereof. These forward-looking statements include statements about RBI’s expectations regarding the exchange of the Exchangeable Units for common shares of the Company. The factors that could cause actual results to differ materially from RBI’s expectations are detailed in filings of RBI with the U.S. Securities and Exchange Commission and on SEDAR in Canada, such as its annual and quarterly reports and current reports on Form 8-K, and include the following: risks related to RBI’s substantial indebtedness, which could adversely affect its financial condition and prevent it from fulfilling its obligations. RBI undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date hereof.*

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## Section 4: EX-99.2 (EX-99.2)

Exhibit 99.2



### **Restaurant Brands International Inc. Announces Upsize and Pricing of Secondary Offering of Common Shares**

TORONTO, ON, August 9, 2019 /CNW/ - Restaurant Brands International Inc. (“RBI” or the “Company”) (TSX/NYSE: QSR) announced today that an underwritten registered public offering (the “offering”) of 24,000,000 common shares commenced by HL1 17 LP, an affiliate of 3G Capital Partners Ltd. (“3G Capital”), an increase of 4,000,000 common shares over the amount previously announced, had priced. These common shares relate to the exchange notices received by Restaurant Brands International Limited Partnership (“RBI LP”) from HL1 17 LP, to exchange an aggregate of 24,000,000 Class B exchangeable limited partnership units (the “Exchangeable Units”) of RBI LP. RBI LP intends to satisfy this notice with the delivery of an equal number of common shares (the “Exchange”).

In connection with the offering, HL1 17 LP entered into a forward sale agreement with Morgan Stanley (the “forward counterparty”) with respect to 24,000,000 common shares. In connection with the forward sale agreement, the forward counterparty or its affiliates are expected to borrow and sell to the underwriter an aggregate of 24,000,000 common shares that will be delivered in this offering. HL1 17 LP is expected to physically settle the forward sale agreement by delivering to the forward counterparty the common shares received upon the Exchange. Upon settlement of the forward sale agreement, HL1 17 LP will receive, in cash, the public offering price of the 24,000,000 common shares, less underwriting discounts and commissions, subject to certain adjustments as provided in the forward sale agreement. The settlement of the forward sale agreement and the Exchange is expected to occur on or before August 29, 2019.

RBI will not sell any common shares in the offering and will not receive any proceeds from the sale of the common shares. The aggregate number of Exchangeable Units and common shares will not change as a result of the transactions.

Morgan Stanley is acting as sole book-running manager in the offering. Morgan Stanley may offer the common shares in the offering from time to time in one or more transactions on the New York Stock Exchange, in the over-the-counter market or through negotiated transactions at market prices or at negotiated prices.

The offering is expected to close on August 13, 2019, subject to customary closing conditions.

The offering is being made pursuant to an effective shelf registration statement (containing a prospectus) filed with the U.S. Securities & Exchange Commission (the “SEC”). A final prospectus supplement relating to the offering will be filed with the SEC and will be available on the SEC’s website at

<http://www.sec.gov>. A copy of the final prospectus supplement and the accompanying prospectus relating to the offering may be obtained by contacting Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2<sup>nd</sup> Floor New York, NY 10014.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or other jurisdiction. Neither the final prospectus supplement nor the accompanying prospectus relating to the offering constitutes a prospectus under Canadian securities laws and therefore does not qualify the securities offered thereunder in Canada.

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**Contacts****Investors**

[investor@rbi.com](mailto:investor@rbi.com)

**Media**

[media@rbi.com](mailto:media@rbi.com)

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