RESTAURANT BRANDS INTERNATIONAL INC.
RESTAURANT BRANDS INTERNATIONAL LIMITED PARTNERSHIP
(Exact name of registrant as specified in its charter)

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
226 Wyecroft Road
Oakville, Ontario L6K 3X7
(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)

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))

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-2 of the Securities Exchange Act of 1934 (§240.12b-2 of 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.

Purchase Agreement

On May 3, 2017, 1011778 B.C. Unlimited Liability Company, an unlimited liability company organized under the laws of British Columbia (the “Issuer”), and New Red Finance, Inc., a Delaware corporation and a direct wholly owned subsidiary of the Issuer (the “Co-Issuer” and, together with the Issuer, the “Issuers”), each a subsidiary of Restaurant Brands International Inc., a corporation organized under the laws of Canada (the “Company”), entered into a purchase agreement (the “Purchase Agreement”) with the guarantors named therein (the “Guarantors”) and J.P. Morgan Securities LLC, as representative of the several initial purchasers listed in Schedule I thereto (the “Initial Purchasers”), relating to the sale by the Issuers of $1,500 million aggregate principal amount of their 4.250% First Lien Senior Secured Notes due 2024 (the “Notes”), in a private placement to “qualified institutional buyers” in the United States, as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States pursuant to Regulation S under the Securities Act.

The Notes will be first lien senior secured obligations of the Issuers guaranteed on a senior secured basis by each of the Company’s subsidiaries that guarantees the Issuers’ obligations under the Issuers’ existing senior secured credit facilities (the “Senior Secured Credit Facilities”).

The Purchase Agreement contains customary representations, warranties and covenants by the Issuers and the Guarantors together with customary closing conditions. Under the terms of the Purchase Agreement, the Issuers and the Guarantors have agreed to indemnify the Initial Purchasers against certain liabilities. The Notes Offering is expected to close on or about May 17, 2017, in accordance with the terms of the Purchase Agreement.

The Issuers expect to use the proceeds from the offering of the Notes (the “Notes Offering”) and the Incremental Facility (defined below), together with other sources of liquidity, to redeem all or a portion of the outstanding 9% Cumulative Class A Compounding Preferred Shares of the Company (which become callable in December 2017), for general corporate purposes and to pay fees and expenses related to the Notes Offering.

The Initial Purchasers and their affiliates from time to time have provided in the past and may provide in the future various financial advisory, investment banking and other commercial lending services in the ordinary course of business to the Company and its affiliates. In addition, affiliates of certain of the Initial Purchasers are lenders and/or agents under the Senior Secured Credit Facilities and as such are entitled to certain fees and expenses in connection therewith.

Item 8.01 Other Events

On May 3, 2017, the Company issued a press release to announce the launch of the Notes Offering by the Issuers. The press release also announced that the Issuers intend to borrow an incremental $500 million in aggregate principal amount under their existing first lien term loan facility under the Senior Secured Facilities (the “Term Loan Facility”) by entering into an amendment to the credit agreement (the “Incremental Facility”) governing their Term Loan Facility. A copy of the press release is attached hereto as Exhibit 99.1.

Also on May 3, 2017, the Company issued a press release to announce (i) the pricing of the Notes and an upsize in the Notes Offering amount to $1,500 million from $1,000 million and (ii) an incremental borrowing of $250 million under the Term Loan Facility, a decrease from the previously announced intention to borrow $500 million. A copy of the press release is attached hereto as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

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<tr>
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<tr>
<td>99.1</td>
<td>Press Release dated May 3, 2017</td>
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<td>99.2</td>
<td>Press Release dated May 3, 2017</td>
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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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.

Date: May 4, 2017

/s/ Jill M. Granat
Name:  Jill M. Granat
Title:  General Counsel and Corporate Secretary
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Restaurant Brands International Inc. Announces Launch of First Lien Senior Secured Notes Offering and Intention to Increase Borrowings Under its Existing First Lien Term Loan Facility

Oakville, Ontario – May 3, 2017 – Restaurant Brands International Inc. (“RBI”) (TSX/NYSE: QSR, TSX: QSP) and 1011778 B.C. Unlimited Liability Company (the “Issuer”) and New Red Finance, Inc. (the “Co-Issuer” and, together with the Issuer, the “Issuers”) announced today that the Issuers have launched an offering of $1,000 million in aggregate principal amount of First Lien Senior Secured Notes due 2024 (the “2017 Senior Notes”) and that the Issuers intend to borrow an incremental $500 million in aggregate principal amount under the existing First Lien Term Loan Facility (the “Incremental Facility”). RBI expects to use the proceeds from the offering of the 2017 Senior Notes and from the Incremental Facility, together with other sources of liquidity, to redeem all or a portion of RBI’s outstanding 9.00% Class A Cumulative Compounding Redeemable Preferred Shares, for general corporate purposes and to pay fees and expenses related to this offering.

The 2017 Senior Notes will be first lien senior secured obligations of the Issuers guaranteed on a senior secured basis by each of the subsidiaries that guarantee the Issuers’ obligations under the senior secured First Lien Term Loan Facility.

The 2017 Senior Notes will be marketed (i) in the U.S. to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and (ii) outside the U.S. pursuant to Regulation S under the Securities Act. The 2017 Senior Notes and the related guarantees have not been and will not be registered under the Securities Act and may not be offered or sold in the U.S. absent registration or an applicable exemption from the registration requirements under the Securities Act and applicable state securities laws.

Concurrent with the offering of the 2017 Senior Notes, the Issuers plan to enter into an amendment to the credit agreement governing the First Lien Term Loan Facility to provide for the increase in the principal amount of borrowings drawn under the First Lien Term Loan Facility.

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 securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Contacts

Investors
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investor@rbi.com

Media
Patrick McGrade, Communications and Corporate Affairs
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 $27 billion in system-wide sales and over 23,000 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 40 years. To learn more about RBI, please visit the company’s website at www.rbi.com.

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 and the Issuers’ expectations and beliefs regarding their ability to increase borrowings under the existing First Lien Term Loan Facility and complete the proposed 2017 Senior Notes offering on terms acceptable to RBI and the Issuers or at all. 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.
Restaurant Brands International Inc. Announces Pricing and Upsizing of First Lien Senior Secured Notes Offering and Revised Sizing of Additional Borrowings Under its Existing First Lien Term Loan Facility

Oakville, Ontario – May 3, 2017 – Restaurant Brands International Inc. (“RBI”) (TSX/NYSE: QSR, TSX: QSP) and 1011778 B.C. Unlimited Liability Company (the “Issuer”) and New Red Finance, Inc. (the “Co-Issuer” and, together with the Issuer, the “Issuers”) announced today that the Issuers priced their previously announced offering of 4.250% First Lien Senior Secured Notes due 2024 (the “2017 Senior Notes”) and upsized the offering of the 2017 Senior Notes from an aggregate principal amount of $1,000 million to $1,500 million. The 2017 Senior Notes will have a maturity date of May 15, 2024. The Issuers also announced an incremental borrowing of $250 million in aggregate principal amount under the existing First Lien Term Loan Facility (the “Incremental Facility”), compared to the previously announced intention to borrow $500 million in aggregate principal amount. The close and funding of the 2017 Senior Notes and the Incremental Facility are expected to be completed on or about May 17, 2017, subject to customary closing conditions.

The 2017 Senior Notes were priced at 100.000% of their face value. The 2017 Senior Notes will be first lien senior secured obligations of the Issuers guaranteed on a senior secured basis by each of the subsidiaries that guarantee the Issuers’ obligations under the senior secured First Lien Term Loan Facility.

As previously announced, RBI expects to use the proceeds from the offering of the 2017 Senior Notes and from the Incremental Facility, together with other sources of liquidity, to redeem all or a portion of RBI’s outstanding 9.00% Class A Cumulative Compounding Redeemable Preferred Shares, for general corporate purposes and to pay fees and expenses related to this offering.

The 2017 Senior Notes and the related guarantees have not been and will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the U.S. absent registration or an applicable exemption from the registration requirements under the Securities Act and applicable state securities laws.

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 securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

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