
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): October 24, 2018

**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**
(I.R.S. 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 7.01. Regulation FD Disclosure.

On October 24, 2018, Restaurant Brands International Inc. (the “Company”) and Restaurant Brands International Limited Partnership (“RBI LP”) issued a press release announcing the receipt of an exchange notice from 3G Restaurant Brands Holdings LP (“RBH”), an affiliate of 3G Capital Partners, to exchange 11,106,925 Class B exchangeable limited partnership units (the “Exchangeable Units”) of RBI LP. RBI LP intends to satisfy this notice with the repurchase of 10,000,000 Exchangeable Units for cash and the delivery of 1,106,925 common shares of the Company. Pursuant to the limited partnership agreement of RBI LP, RBH has until October 30, 2018 to revoke its exchange notice, in part or in full, after which time the exchange notice will become irrevocable. A copy of the press release is attached hereto as Exhibit 99 and is incorporated by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Description
<u>99</u>	<u>Press release dated October 24, 2018</u>

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 thereunto duly authorized.

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

Date: October 24, 2018

/s/ Jill Granat

Name: Jill Granat

Title: General Counsel and Corporate Secretary



RESTAURANT BRANDS INTERNATIONAL ANNOUNCES INTENTION TO REPURCHASE 10.0 MILLION CLASS B EXCHANGEABLE LIMITED PARTNERSHIP UNITS

OAKVILLE, ON - October 24, 2018 - Restaurant Brands International Inc. ("RBI" or the "Company") (TSX/NYSE: QSR) and Restaurant Brands International Limited Partnership ("RBI LP") announced today the receipt of an exchange notice from 3G Restaurant Brands Holdings LP ("RBH"), an affiliate of 3G Capital Partners ("3G Capital"), to exchange 11,106,925 Class B exchangeable limited partnership units (the "Exchangeable Units") of RBI LP. RBI LP intends to satisfy this notice with the repurchase of 10,000,000 Exchangeable Units for cash and the delivery of 1,106,925 common shares of the Company. The repurchase of Exchangeable Units for cash is anticipated to be financed with available cash on hand. The exchange date will occur on November 6, 2018, and the repurchase of Exchangeable Units for cash will be based on the 20-day volume weighted average price of the Company's common shares traded on the NYSE in US dollars, in accordance with the terms of the limited partnership agreement of RBI LP. Also per the terms of the limited partnership agreement, RBH has until October 30, 2018 to revoke its exchange notice, in part or in full, after which time the exchange notice will become irrevocable. No partners of 3G Capital are reducing their ownership directly or indirectly in the transaction.

About Restaurant Brands International Inc.

Restaurant Brands International Inc. ("RBI") is one of the world's largest quick service restaurant companies with more than \$30 billion in system-wide sales and over 25,000 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 expectations and beliefs regarding its ability to complete the exchange of a portion of the Exchangeable Units for common shares and the cash repurchase of 10,000,000 Exchangeable Units, and the anticipated source of funds to fund the repurchase. 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.