

Restaurant Brands International Inc.  
Form 8-K  
June 19, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): June 17, 2015**

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

**(Exact name of registrant as specified in its charter)**

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

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

**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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 17, 2015, Restaurant Brands International Inc. (the Company ) held its 2015 Annual and Special Meeting of Shareholders (the Meeting ). At the Meeting, the Company's shareholders: (i) elected the eleven (11) directors specifically named in the Company's management information circular and proxy statement (the Proxy Statement ), each to serve until the close of the 2016 Annual Meeting of Shareholders or until his successor is elected or appointed (ii) approved, on an advisory basis, the compensation paid by the Company to its named executive officers, (iii) approved, on an advisory basis, a shareholder vote on the compensation of the Company's named executive officers every one year, (iv) appointed KPMG LLP as the Company's auditors to serve until the close of the 2016 Annual Meeting of Shareholders and authorized the Company's directors to fix the auditors' remuneration, (v) approved and ratified the Company's 2014 Omnibus Incentive Plan and Contingent Award Grants (as defined in the Proxy Statement), and (vi) approved a reduction of the stated capital of the Company's common shares to US\$1 billion. The voting results for each proposal are as follows:

Proposal 1: Election of the eleven (11) directors specifically named in the proxy statement, each to serve until the close of the 2016 Annual Meeting of Shareholders or until his successor is elected or appointed:

| <b>Nominees</b>              | <b>Number of<br/>Votes For</b> | <b>Number of<br/>Votes Withheld</b> | <b>Broker Non-Votes</b> | <b>% of<br/>Votes<br/>Cast For</b> |
|------------------------------|--------------------------------|-------------------------------------|-------------------------|------------------------------------|
| Alexander Behring            | 469,279,246                    | 4,275,750                           | 12,493,349              | 99.1%                              |
| Marc Caira                   | 471,103,074                    | 2,462,658                           | 12,482,661              | 99.5%                              |
| Martin E. Franklin           | 428,078,150                    | 45,442,586                          | 12,527,657              | 90.4%                              |
| Paul J. Fribourg             | 427,955,205                    | 45,610,372                          | 12,482,663              | 90.4%                              |
| John A. Lederer              | 472,438,473                    | 1,127,243                           | 12,482,666              | 99.8%                              |
| Thomas V. Milroy             | 468,775,657                    | 4,790,074                           | 12,482,662              | 99.0%                              |
| Alan C. Parker               | 429,324,358                    | 44,240,824                          | 12,483,211              | 90.7%                              |
| Daniel S. Schwartz           | 471,644,115                    | 1,910,271                           | 12,494,007              | 99.6%                              |
| Carlos Alberto Sicupira      | 470,910,743                    | 2,654,421                           | 12,483,219              | 99.4%                              |
| Roberto Moses Thompson Motta | 469,848,298                    | 3,716,883                           | 12,483,212              | 99.2%                              |
| Alexandre Van Damme          | 472,377,273                    | 1,187,817                           | 12,483,212              | 99.8%                              |

Proposal 2: Approval, on an advisory basis, of the compensation paid by the Company to its named executive officers:

| <b>Number of<br/>Votes For</b> | <b>Number of<br/>Votes Against</b> | <b>Number of<br/>Votes Withheld</b> | <b>Broker Non-Votes</b> | <b>% of Votes<br/>Cast For</b> |
|--------------------------------|------------------------------------|-------------------------------------|-------------------------|--------------------------------|
| 464,430,293                    | 7,926,572                          | 1,208,161                           | 12,483,259              | 98.1%                          |

Proposal 3: Approval, on an advisory basis, of the frequency of the shareholder vote on the compensation of the Company's named executive officers (every three, two or one year):

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Number of<br/>Votes Withheld</b> | <b>Broker<br/>Non-Votes</b> | <b>% of Votes<br/>Cast For</b> |
|---------------|----------------|----------------|-------------------------------------|-----------------------------|--------------------------------|
| 464,227,416   | 79,677         | 9,091,167      | 131,090                             | 12,519,038                  | 98.1%                          |

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Proposal 4: Appointment of KPMG LLP as the Company's auditors to serve until the close of the 2016 Annual Meeting of Shareholders and authorization of the Company's directors to fix the auditors' remuneration:

| <b>Number of</b> | <b>Number of</b>      |                         | <b>% of Votes</b> |
|------------------|-----------------------|-------------------------|-------------------|
| <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> | <b>Cast For</b>   |
| 436,719,539      | 49,324,769            | 4,080                   | 89.9%             |

Proposal 5: Approval and ratification of the Company's 2014 Omnibus Incentive Plan and the Contingent Award Grants (as defined in the Proxy Statement):

| <b>Number of</b> | <b>Number of</b>     |                         | <b>% of Votes</b> |
|------------------|----------------------|-------------------------|-------------------|
| <b>Votes For</b> | <b>Votes Against</b> | <b>Broker Non-Votes</b> | <b>Cast For</b>   |
| 465,367,556      | 8,197,169            | 12,483,668              | 98.3%             |

Proposal 6: Approval of a reduction of the stated capital of the Company's common shares to US\$1 billion:

| <b>Number of</b> | <b>Number of</b>     |                         | <b>% of Votes</b> |
|------------------|----------------------|-------------------------|-------------------|
| <b>Votes For</b> | <b>Votes Against</b> | <b>Broker Non-Votes</b> | <b>Cast For</b>   |
| 473,140,398      | 410,557              | 12,483,421              | 99.9%             |

**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: June 19, 2015