

Restaurant Brands International Inc.  
Form 8-K  
June 07, 2018

**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 7, 2018**

**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**

**98-1206431**  
**(IRS Employer**

**File Number)**  
**Restaurant Brands International Inc.**

**Identification No.)**

**Restaurant Brands International Limited Partnership**

**226 Wycroft 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 5.07 Submission of Matters to a Vote of Security Holders**

On June 7, 2018, Restaurant Brands International Inc. (the Company ) held its 2018 Annual and Special Meeting of Shareholders (the Meeting ). At the Meeting, the Company's shareholders: (i) elected the twelve (12) directors specifically named in the Company's management information circular and proxy statement (the Proxy Statement ), each to serve until the close of the 2019 Annual Meeting of Shareholders or until his or her successor is elected or appointed, (ii) approved, on an advisory basis, the compensation paid by the Company to its named executive officers, (iii) appointed KPMG LLP as the Company's auditors to serve until the close of the 2019 Annual Meeting of Shareholders and authorized the Company's directors to fix the auditors' remuneration, (iv) approved an amendment to the Amended and Restated 2014 Omnibus Incentive Plan to increase the number of common shares available for issuance by 15,000,000 common shares, and (v) did not approve a shareholder proposal to issue an annual report to investors regarding supply chain impacts on deforestation. The voting results for each proposal are as follows:

Proposal 1: Election of the twelve (12) directors specifically named in the proxy statement, each to serve until the close of the 2019 Annual Meeting of Shareholders or until his or her 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> |
|------------------------------|--------------------------------|-------------------------------------|-------------------------|
| Alexandre Behring            | 362,831,260                    | 18,672,638                          | 14,465,459              |
| Marc Caira                   | 380,131,731                    | 1,372,167                           | 14,465,459              |
| João M. Castro-Neves         | 381,290,671                    | 213,227                             | 14,465,459              |
| Martin E. Franklin           | 374,861,122                    | 6,642,777                           | 14,465,458              |
| Paul J. Fribourg             | 373,235,363                    | 8,268,536                           | 14,465,458              |
| Neil Golden                  | 380,707,097                    | 796,801                             | 14,465,459              |
| Ali Hedayat                  | 375,269,959                    | 6,233,939                           | 14,465,459              |
| Golnar Khosrowshahi          | 381,265,941                    | 237,957                             | 14,465,459              |
| Daniel S. Schwartz           | 380,465,454                    | 1,038,445                           | 14,465,458              |
| Carlos Alberto Sicupira      | 370,699,386                    | 10,804,513                          | 14,465,458              |
| Roberto Moses Thompson Motta | 378,562,751                    | 2,941,148                           | 14,465,458              |
| Alexandre Van Damme          | 372,042,050                    | 9,461,849                           | 14,465,458              |

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<br/>Non-Votes</b> |
|--------------------------------|------------------------------------|-------------------------------------|-----------------------------|
| 366,896,660                    | 14,029,889                         | 577,342                             | 14,465,466                  |

Proposal 3: Appointment of KPMG LLP as the Company's auditors to serve until the close of the 2019 Annual Meeting of Shareholders and authorization of the Company's directors to fix the auditors' remuneration:

| <b>Number of<br/>Votes For</b> | <b>Number of<br/>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------------------|-------------------------------------|-------------------------|
| 378,888,224                    | 17,081,133                          | 0                       |

Proposal 4: Approval of an amendment to the Amended and Restated 2014 Omnibus Incentive Plan to increase the number of common shares available for issuance by 15,000,000 common shares:

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| <b>Number of<br/>Votes For</b> | <b>Number of<br/>Votes Against</b> | <b>Number of<br/>Votes Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------------------|------------------------------------|-------------------------------------|-----------------------------|
| 292,666,269                    | 88,837,625                         | 0                                   | 14,465,463                  |

Proposal 5: Consideration of a shareholder proposal to issue an annual report to shareholders regarding supply chain impacts on deforestation:

| <b>Number of<br/>Votes For</b> | <b>Number of<br/>Votes<br/>Against</b> | <b>Number of<br/>Votes Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|--------------------------------|--|-------------------------------------|-----------------------------|
| 72,790,317                     | 307,933,062                            | 780,515                             | 14,465,463                  |

**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 7, 2018