
Section 1: 8-K (8-K)

**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): September 16, 2020

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

(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|---|
| Canada | 001-36786 | 98-1202754 |
| Ontario | 001-36787 | 98-1206431 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 130 King Street West, Suite 300 | | M5X 1E1 |
| Toronto, Ontario | | |
| (Address of Principal Executive Offices) | | (Zip Code) |

(905) 845-6511

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|---|---------------------------------|---|
| Common Shares, without par value | QSR | New York Stock Exchange Toronto Stock Exchange |

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

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|--|--------------------------|--|
| Class B exchangeable limited partnership units | QSP | Toronto Stock Exchange |

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.

On September 16, 2020, 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 Morgan Stanley & Co, LLC (“Morgan Stanley”), as representative of the several initial purchasers listed in Schedule 1 thereto (the “Initial Purchasers”), relating to the sale by the Issuers of \$1,400 million in aggregate principal amount of their 4.000% Second Lien Senior Secured Notes due 2030 (the “Notes”), in a private offering to persons reasonably believed to be “qualified institutional buyers” 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 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.

The Notes will be second lien senior secured obligations of the Issuers, guaranteed on a senior secured basis by each of the Company’s subsidiaries that guarantee the Issuers’ obligations under the Issuers’ existing 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 offering of the Notes (the “Notes Offering”) is expected to close on or about October 5, 2020, in accordance with the terms of the Purchase Agreement.

The Issuers expect to use the proceeds from the Notes Offering to redeem a portion of the outstanding aggregate principal amount of the Issuers’ 5.00% Second Lien Senior Secured Notes due 2025 (the “2025 Second Lien Notes”), plus any accrued and unpaid interest thereon, and pay related premium, fees and expenses.

Item 8.01 Other Events.

On September 16, 2020, the Company issued a press release to announce the pricing of the Notes. A copy of the press release is attached hereto as Exhibit 99.

Also on September 16, 2020, in connection with the Notes Offering, the Issuers called for redemption \$1,350 million of outstanding aggregate principal amount of their 2025 Second Lien Notes at a redemption price equal to 102.500% of the principal amount thereof plus accrued and unpaid interest, if any, to, but excluding, the redemption date.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99 | Press release issued by the Company on September 16, 2020. |
| 104 | Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document). |

SIGNATURES

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: September 16, 2020

/s/ Jill Granat

Name: Jill Granat

Title: General Counsel and Corporate Secretary

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Section 2: EX-99 (EX-99)

EXHIBIT 99



Restaurant Brands International Inc. Announces Pricing of Offering of Second Lien Senior Secured Notes

Toronto, Ontario – September 16, 2020 – Restaurant Brands International Inc. (“RBI”) (TSX/NYSE: QSR, TSX: QSP), 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 an offering of \$1,400 million in aggregate principal amount of 4.000% Second Lien Senior Secured Notes due 2030 (the “Notes”), which represents a \$400 million increase in the previously announced size of the offering. The Notes will have a maturity date of October 15, 2030. The closing of the offering of the Notes is expected to occur on or about October 5, 2020, subject to customary closing conditions.

The Notes were priced at 100% of their face value. RBI expects to use the proceeds from the offering of the Notes to redeem a portion of the outstanding aggregate principal amount of the Issuers’ 5.00% Second Lien Senior Secured Notes due 2025 (the “2025 Second Lien Notes”), plus any accrued and unpaid interest thereon, and pay related premium, fees and expenses. The Issuers expect to redeem \$1.35 billion in aggregate principal amount of 2025 Second Lien Notes. This press release does not constitute a notice of redemption.

The Notes will be second lien senior secured obligations of the Issuers, guaranteed on a senior secured basis by each of RBI’s subsidiaries that guarantee the Issuers’ obligations under the Issuers’ existing senior secured credit facilities.

The Notes were offered (i) to persons reasonably believed to be 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 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.

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.

About Restaurant Brands International

Restaurant Brands International Inc. is one of the world’s largest quick service restaurant companies with approximately \$32 billion in annual system-wide sales and over 27,000 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 and the Issuers’ expectations and beliefs regarding the issuance of the Notes and the use of proceeds therefrom. 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, risks related to adverse economic and industry conditions and risks related to unforeseen events, such as adverse weather conditions, natural disasters, terrorist attacks or threats, pandemics, including coronavirus (COVID-19), or other catastrophic events, all of 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.

SOURCE Restaurant Brands International Inc.

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