

POPEYES LOUISIANA KITCHEN, INC.

FORM SC14D9C

(Written communication by the subject company relating to a third party tender offer)

Filed 02/22/17

Address	400 PERIMETER CENTER TERRACE, SUITE 1000 ATLANTA, GA 30346
Telephone	4044594450
CIK	0001041379
Symbol	PLKI
SIC Code	5812 - Eating Places
Industry	Restaurants & Bars
Sector	Consumer Cyclical
Fiscal Year	12/30

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

SCHEDULE 14D-9
(Rule 14d-101)

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934**

Popeyes Louisiana Kitchen, Inc.
(Name of Subject Company)

Popeyes Louisiana Kitchen, Inc.
(Name of Person Filing Statement)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

732872106
(CUSIP Number of Class of Securities)

Harold M. Cohen
General Counsel, Chief Administrative Officer and Corporate Secretary
Popeyes Louisiana Kitchen, Inc.
400 Perimeter Center Terrace, Suite 1000
Alpharetta, Georgia 30346
(404) 459-4650

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications
on Behalf of the Person Filing Statement)

With copies to:

William C. Smith, III
King & Spalding LLP
1180 Peachtree Street
Atlanta, Georgia 30309
(404) 572-4600

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

The information set forth under Items 1.01, 3.02, 5.03, 7.01 and 9.01 of the Current Report on Form 8-K filed by Popeyes Louisiana Kitchen, Inc., a Minnesota corporation (the “Company”), on February 22, 2017 (including all exhibits attached thereto) is incorporated herein by reference.

Additional Information about the Proposed Offer and Merger and Where to Find It

The proposed acquisition of the Company, pursuant to the terms of an Agreement and Plan of Merger dated as of February 21, 2017, by and among the Company, Restaurant Brands International Inc., a corporation existing under the laws of Canada (“Parent”), solely for the purposes of Section 9.03, Restaurant Brands Holdings Corporation, a corporation existing under the laws of the Province of Ontario and an indirect Subsidiary of Parent, and Orange, Inc., a Minnesota corporation and an indirect subsidiary of Parent, has not yet commenced. This communication is not an offer to buy nor a solicitation of an offer to sell any of the securities of the Company. The solicitation and the offer to buy the shares of Company common stock will only be made pursuant to a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and other related materials that Restaurant Brands International Inc. intends to file with the U.S. Securities and Exchange Commission (the “SEC”). In addition, the Company will file with the SEC a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the proposed transaction. Once filed, investors will be able to obtain the tender offer statement on Schedule TO, the offer to purchase, the Company’s Solicitation/Recommendation Statement on Schedule 14D-9 and related materials with respect to the proposed transaction free of charge at the website of the SEC at www.sec.gov, and from the information agent named in the tender offer materials. Investors may also obtain, at no charge, any such documents filed with or furnished to the SEC by the Company under the “Investor Relations” section of the Company’s website at <http://investor.popeyes.com>. INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THESE DOCUMENTS WHEN THEY BECOME AVAILABLE, INCLUDING THE SOLICITATION/RECOMMENDATION STATEMENT OF THE COMPANY AND ANY AMENDMENTS THERETO, AS WELL AS ANY OTHER DOCUMENTS RELATING TO THE PROPOSED TRANSACTION THAT ARE FILED WITH THE SEC, CAREFULLY AND IN THEIR ENTIRETY PRIOR TO MAKING ANY DECISIONS WITH RESPECT TO WHETHER TO TENDER THEIR SHARES PURSUANT TO THE PROPOSED TRANSACTION BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE PROPOSED TRANSACTION.