

BALSON ANDREW
Form 4
May 07, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BALSON ANDREW

(Last) (First) (Middle)

C/O BAIN CAPITAL INVESTORS, LLC, 111 HUNTINGTON AVENUE

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Burger King Holdings Inc [BKC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Par Value \$0.01 | 05/05/2008 | | J | | 751,274 | D | \$ 0 |
| | | | | | 17,230,002 | I | |
| Common Stock, Par Value \$0.01 | 05/05/2008 | | G | | 37,587 | D | \$ 0 |
| | | | | | 9,958 | D | |

See Footnotes (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BALSON ANDREW C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | X | X | | |

Signatures

/s/ Andrew B. Balson 05/07/2008

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Mr. Balson is a Managing Director of Bain Capital Investors, LLC ("BCI"). Because BCI is the administrative member of Bain Capital Integral Investors, LLC ("Integral Investors"), Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Integral Investors. Mr. Balson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On 5/5/2008 Integral Investors distributed 751,274 shares of Common Stock to one or more members or partners in connection with certain charitable gifts made by such members or partners on 5/5/2008. Following such distribution, Integral Investors held 13,023,179 shares of Common Stock.

(2) Because BCI is the sole general partner of Bain Capital Partners VII, L.P. ("BCP"), which is the sole general partner of Bain Capital VII Coinvestment Fund, L.P. ("Coinvestment Fund VII, L.P."), which is the managing and sole member of Bain Capital Fund VII Coinvestment Fund, LLC ("Coinvestment Fund VII, LLC"), Mr. Balson may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Coinvestment Fund VII, LLC. Mr. Balson disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. As of 5/5/2008, Coinvestment Fund VII, LLC held 4,128,030 shares of Common Stock.

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- Because BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"), Mr. Balson may be deemed to share voting and
- (3) dispositive power with respect to the shares of Common Stock held by BCIP TCV. Mr. Balson disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. As of 5/5/2008, BCIP TCV held 78,793 shares of Common Stock.
 - (4) Mr. Balson made a charitable gift of all 37,587 shares of Common Stock he received in the distribution made by Integral Investors on 5/5/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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