Burger King Holdings Inc Form 4 May 12, 2008

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

OMB

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PAGLIUCA STEPHEN G

2. Issuer Name and Ticker or Trading Symbol

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

Burger King Holdings Inc [BKC]

(Check all applicable)

(First) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

05/08/2008

Director Officer (give title below)

10% Owner Other (specify

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

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

BOSTON, MA 02199

(City) (State) (Zip)

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

1.Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if any

(Month/Day/Year)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially

Owned

Following

Ownership Form: Direct (D)

or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code V

(A) or (D) Reported (I) Transaction(s) (Instr. 4)

(Instr. 3 and 4) Price

Common

\$0.01

Stock, Par 05/08/2008 Value

S 3,648,726 D

Amount

13,581,276

See Footnotes (1) (2) (3)

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

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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
							Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PAGLIUCA STEPHEN G C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X					
Signatures							

/s/ Stephen G. Pagliuca

05/12/2008

**Signature of Date Reporting Person

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).

Mr. Pagliuca is Managing Director of Bain Capital Investors, LLC ("BCI"). Because BCI is the administrative member of Bain Capital Integral Investors, LLC ("Integral Investors"), Mr. Pagliuca may be deemed to share voting and dispositive power with respect to the

- (1) shares of Common Stock held by Integral Investors. Mr. Pagliuca disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On 5/8/2008, Integral Investors sold 2,619,321 shares of Common Stock in a registered public secondary offering (the "Offering"). Following such sale, Integral Investors held 10,403,858 shares of Common Stock.
 - 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. Pagliuca may be deemed to share voting and dispositive power with **(2)** respect to the shares of Common Stock held by Coinvestment Fund VII, LLC. Mr. Pagliuca disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On 5/8/2008, Coinvestment Fund VII, LLC sold 1,010,125 shares of Common Stock in the Offering. Following such sale, Coinvestment Fund VII, LLC held 3,117,905 shares of Common Stock.
- Because BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"), Mr. Pagliuca may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. Mr. Pagliuca disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On 5/8/2008, BCIP TCV sold 19,280 shares of Common Stock in the Offering. Following such sale, BCIP TCV held 59,513 shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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