

Burger King Holdings Inc
 Form 4
 November 24, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
PAGLIUCA STEPHEN G

(Last) (First) (Middle)

C/O BAIN CAPITAL PARTNERS, 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)
11/20/2008

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$0.01	11/20/2008		A		7,862	A	\$ 0
Common Stock, Par Value \$0.01					18,204	D	(4)
Common Stock, Par Value \$0.01					13,581,276	I	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 displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Burger King Holdings Inc - Form 4

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
PAGLIUCA STEPHEN G C/O BAIN CAPITAL PARTNERS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	X	X		

Signatures

/s/ Stephen G. Pagliuca 11/24/2008

__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. 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 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. As of 11/24/2008, Integral Investors held 10,403,858 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. Pagliuca may be deemed to share voting and dispositive power with 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. As of 11/24/2008, Coinvestment Fund VII, LLC held 3,117,905 shares of Common Stock.
- (3) 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. As of 11/24/2008, BCIP TCV held 59,513 shares of Common Stock.
- (4)

Edgar Filing: Burger King Holdings Inc - Form 4

3,253 of the shares granted are fully vested as of the grant date. The remainder of the deferred shares granted vest in quarterly installments over a twelve month period.

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.