Edgar Filing: PAGLIUCA STEPHEN G - Form 4

PAGLIUCA STEPHEN G

Form 4

September 23, 2009

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

OMB Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

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OMB APPROVAL

Form 4 or Form 5

obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

PAGLIUCA STEPHEN G

2. Issuer Name and Ticker or Trading

Symbol

Burger King Holdings Inc [BKC]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

C/O BAIN CAPITAL PARTNERS.

(First)

(Month/Day/Year)

09/21/2009

X Director 10% Owner Other (specify

Officer (give title below)

LLC, 111 HUNTINGTON AVENUE

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

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 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

3.

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(9-02)

(A) or Code V Amount (D)

4. Securities

Transaction(s) (Instr. 3 and 4)

Common

Stock, Par 09/21/2009 Value \$0.01

1,153 D D

\$0 $17,051 \stackrel{(2)}{=}$

Price

D

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

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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 Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date Exercisable	Expiration Date		umber		
								of			
				Code V	(A) (D)				hares		

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

Reporting Person

/s/ Stephen G. 09/23/2009 Pagliuca **Signature of 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).
- Mr. Pagliuca resigned from the Issuer's Board of Directors effective 9/21/2009. Upon such resignation, Mr. Pagliuca forfeited 1,153 (1) shares of unvested Common Stock granted on 11/20/2008 as part of a deferred stock award pursuant to the Issuer's 2006 Omnibus Incentive Plan.
- Upon resignation from the Issuer's Board of Directors, Mr. Pagliuca ceased to be the beneficial owner of the 13,581,276 shares of (2) Common Stock collectively held by Bain Capital Integral Investors, LLC, Bain Capital II Coinvestment Fund, LLC and BCIP TCV, LLC as reported on Mr.Pagliuca's Form 4 filed with the Securities and Exchange Commission on 11/24/2008.

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.

Reporting Owners 2