

GOLDMAN SACHS MANAGEMENT GP GMBH
 Form 4
 November 24, 2008

FORM 4

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

OMB APPROVAL

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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 *
 GS Private Equity Partners 2000
 Offshore Holdings, L.P.

(Last) (First) (Middle)

85 BROAD STREET,

(Street)

NEW YORK, NY 10004

(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 ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4)
Common Stock	11/20/2008		A	7,862 A	\$ 0 13,934,547	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9)

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)

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 Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GS Private Equity Partners 2000 Offshore Holdings, L.P. 85 BROAD STREET NEW YORK, NY 10004		X		
GS Private Equity Partners 2000 - Direct Investment Fund L.P. 85 BROAD STREET NEW YORK, NY 10004		X		
GS ADVISORS 2000 LLC 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000		X		
Bridge Street Special Opportunities Fund 2000, LLC 85 BROAD STREET NEW YORK, NY 10004		X		
STONE STREET 2000 LLC 85 BROAD ST NEW YORK, NY 10004		X		
GS EMPLOYEE FUNDS 2000 GP LLC 85 BROAD ST NEW YORK, NY 10004		X		
GS PEP 2000 Advisors, L.L.C. 85 BROAD STREET		X		

NEW YORK, NY 10004

GS PEP 2000 Offshore Holdings Advisors, Inc.
 85 BROAD STREET X
 NEW YORK, NY 10004

GS PEP 2000 Direct Investment Advisors, L.L.C.
 85 BROAD STREET X
 NEW YORK, NY 10004

Signatures

/s/ Yvette Kosic,
 Attorney-in-fact 11/24/2008

__Signature of Reporting Person Date

/s/ Yvette Kosic,
 Attorney-in-fact 11/24/2008

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/s/ Yvette Kosic,
 Attorney-in-fact 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).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GS Capital Partners 2000, L.P. ("GSCP 2000"), GS Capital Partners 2000 Offshore, L.P. ("GSCP 2000 Offshore"), GS Capital Partners 2000 GmbH & Co. Beteiligungs KG ("GSCP Germany 2000"), GS Capital Partners 2000 Employee Fund, L.P. ("GSCP Employee 2000"), Bridge

- (1) Street Special Opportunities Fund 2000, L.P. ("Bridge SO 2000"), Stone Street Fund 2000, L.P. ("Stone 2000"), Goldman Sachs Direct Investment Fund 2000, L.P. ("GS Direct 2000"), GS Private Equity Partners 2000, L.P. ("PEP 2000 LP"), GS Private Equity Partners 2000 Offshore Holdings, L.P. ("PEP 2000 Offshore LP"), GS Private Equity Partners 2000-Direct Investment Fund, L.P. ("PEP Direct" and, together with GSCP 2000, (continue in next footnote)

GSCP 2000 Offshore, GSCP Germany 2000, GSCP Employee 2000, Bridge SO 2000, Stone 2000, GS Direct 2000, PEP 2000 LP, PEP 2000 Offshore LP, the "Limited Partnerships"), GS Advisors 2000, L.L.C. ("GS Advisors 2000"), Goldman, Sachs Management GP GmbH ("GS GmbH"), Bridge Street Special Opportunities Fund 2000, L.L.C. ("Bridge SO 2000 LLC"), Stone Street 2000, L.L.C.

- (2) ("Stone 2000 GP"), GS Employee Funds 2000 GP, L.L.C. ("GS Employee 2000 LLC"), GS PEP 2000 Advisors, L.L.C. ("PEP 2000 LLC"), GS PEP 2000 Offshore Holdings Advisors, Inc. ("PEP 2000 Offshore Inc."), GS PEP 2000 Direct Investment Advisors, L.L.C. ("PEP Direct LLC", and together with the Limited Partnerships, GS Group, Goldman Sachs, GS Advisors 2000, GS GmbH, Stone 2000 GP, GS Employee 2000 LLC, PEP 2000 LLC, PEP 2000 Offshore Inc., the "Reporting Persons").

- (3) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

The 7,862 shares of common stock, par value \$0.01 per share (the "Common Stock") of Burger King Holdings, Inc. (the "Company") were granted to Sanjeev K. Mehra, a managing director of Goldman Sachs, in his capacity as a director of the Company pursuant to

- (4) certain deferred stock awards under the 2006 Omnibus Incentive Plan (the "2006 Plan"). Of the shares granted, 3,253 are fully vested as of the grant date. The remainder of the deferred shares granted vest 25% on the first day of each calendar quarter following the grant date, which was November 20, 2008.

GS Group may be deemed to beneficially own 24,222 shares of Common Stock pursuant to the 2006 Plan, consisting of 15,898 deferred shares granted to Sanjeev K. Mehra, a managing director of Goldman Sachs and a director of the Company and 8,324 deferred shares granted to Adrian M. Jones, a managing director of Goldman Sachs and a former director of the Company who, at the time of the grants,

- (5) was a director of the Company. Each of Sanjeev K. Mehra and Adrian M. Jones each has an understanding with GS Group pursuant to which such deferred shares are held for the benefit of GS Group. The deferred shares settle upon termination of board service. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 10,100 shares of Common Stock. Goldman Sachs and GS Group may each be deemed to beneficially own indirectly, in the aggregate, 13,900,225 shares of Common Stock

- (6) through certain investment partnerships, of which affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member (the "Limited Partnerships"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Limited Partnerships. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

GSCP 2000 beneficially owns directly and its general partner, GS Advisors 2000 may be deemed to beneficially own indirectly 7,262,660 shares of Common Stock. GSCP 2000 Offshore beneficially owns directly and its general partner, GS Advisors 2000 may be deemed to

- (7) beneficially own indirectly 2,638,973 shares of Common Stock. GSCP Germany 2000 beneficially owns directly and its general partner GS GmbH may be deemed to beneficially own indirectly 303,562 shares of Common Stock.

GSCP Employee 2000 beneficially owns directly and its general partner GS Employee 2000 LLC may be deemed to beneficially own indirectly 2,306,145 shares of Common Stock. Bridge SO 2000 beneficially owns directly and its general partner Bridge SO 2000 LLC may be deemed to beneficially own indirectly 106,837 shares of Common Stock. Stone 2000 beneficially owns directly and its general partner Stone 2000 GP may be deemed to beneficially own indirectly 213,675 shares of Common Stock.

- (8) GS Direct 2000 beneficially owns directly and its general partner GS Employee 2000 LLC may be deemed to beneficially own indirectly 356,124 shares of Common Stock. PEP 2000 LP beneficially owns directly and its general partner PEP 2000 LLC may be deemed to beneficially own indirectly 412,941 shares of Common Stock. PEP 2000 Offshore LP beneficially owns directly and its general partner PEP 2000 Offshore Inc. may be deemed to beneficially own indirectly 141,944 shares of Common Stock. PEP Direct beneficially owns directly and its general partner PEP Direct LLC may be deemed to beneficially own indirectly 157,364 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.

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