

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Burger King Holdings Inc
Form SC 13G/A
February 13, 2009

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

BURGER KING HOLDINGS, INC.

(Name of Issuer)

Common Stock, \$ 0.01 par value

(Title of Class of Securities)

121208201

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 121208201

13G

- 1. Name of Reporting Person
I.R.S. Identification No. of above Person

THE GOLDMAN SACHS GROUP, INC.

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of
Shares

20,765

Beneficially

- 6. Shared Voting Power

13,931,090

Owned by

Each

- 7. Sole Dispositive Power

Reporting

20,765

Person

With:

- 8. Shared Dispositive Power

13,931,090

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

13,931,090

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

- 11. Percent of Class Represented by Amount in Row (9)

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10.3%

12. Type of Reporting Person

HC-CO

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CUSIP No. 121208201

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

GOLDMAN, SACHS & CO.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

New York

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

13,931,090

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

13,931,090

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

13,931,090

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

10.3%

12. Type of Reporting Person

BD-PN-IA

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS CAPITAL PARTNERS 2000, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

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Beneficially
Owned by
Each
Reporting
Person
With:

7,262,660

7. Sole Dispositive Power

0

8. Shared Dispositive Power

7,262,660

9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,262,660

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

5.4 %

12. Type of Reporting Person

PN

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

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4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

2,638,973

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

2,638,973

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,638,973

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

2.0 %

12. Type of Reporting Person

PN

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1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS ADVISORS 2000, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares 0

6. Shared Voting Power

Beneficially Owned by 9,901,633

7. Sole Dispositive Power

Each Reporting Person 0

8. Shared Dispositive Power

With: 9,901,633

9. Aggregate Amount Beneficially Owned by Each Reporting Person

9,901,633

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

7.4 %

12. Type of Reporting Person

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00

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

303,562

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

303,562

9. Aggregate Amount Beneficially Owned by Each Reporting Person

303,562

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

.2 %

12. Type of Reporting Person

PN

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GOLDMAN SACHS MANAGEMENT GP GMBH

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

303,562

Owned by

Each

7. Sole Dispositive Power

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Reporting Person 0

Person

8. Shared Dispositive Power

With:

303,562

9. Aggregate Amount Beneficially Owned by Each Reporting Person

303,562

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

.2 %

12. Type of Reporting Person

00

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GOLDMAN, SACHS & CO. oHG

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Germany

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5. Sole Voting Power
Number of 0
Shares -----
Beneficially 6. Shared Voting Power
Owned by 303,562

Each 7. Sole Dispositive Power
Reporting 0

Person 8. Shared Dispositive Power
With: 303,562

9. Aggregate Amount Beneficially Owned by Each Reporting Person

303,562

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

.2 %

12. Type of Reporting Person

00

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P.

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2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

2,306,145

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

2,306,145

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,306,145

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

1.7 %

12. Type of Reporting Person

PN

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CUSIP No. 121208201

13G

- 1. Name of Reporting Person
I.R.S. Identification No. of above Person

GOLDMAN SACHS DIRECT INVESTMENT FUND 2000, L.P.

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of 0

Shares

Beneficially

- 6. Shared Voting Power

356,124

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

With:

- 8. Shared Dispositive Power

356,124

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

356,124

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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11. Percent of Class Represented by Amount in Row (9)

.3 %

12. Type of Reporting Person

PN

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS Employee Funds 2000 GP, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

2,662,269

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

2,662,269

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,662,269

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

2.0 %

12. Type of Reporting Person

00

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS PRIVATE EQUITY PARTNERS 2000, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) []

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

0

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Shares -----
Beneficially 6. Shared Voting Power
Owned by 412,941

Each 7. Sole Dispositive Power
Reporting 0

Person 8. Shared Dispositive Power
With: 412,941

9. Aggregate Amount Beneficially Owned by Each Reporting Person

412,941

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

.3 %

12. Type of Reporting Person

PN

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS PEP 2000 ADVISORS, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

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3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

412,941

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

With:

8. Shared Dispositive Power

412,941

9. Aggregate Amount Beneficially Owned by Each Reporting Person

412,941

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

.3 %

12. Type of Reporting Person

PN

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1. Name of Reporting Person
I.R.S. Identification No. of above Person

Private Equity Partners 2000 Offshore Holdings, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially 141,944

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With: 141,944

9. Aggregate Amount Beneficially Owned by Each Reporting Person

141,944

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

.1 %

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12. Type of Reporting Person

PN

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CUSIP No. 121208201

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

GS PEP 2000 OFFSHORE HOLDINGS ADVISORS, INC.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

141,944

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

141,944

9. Aggregate Amount Beneficially Owned by Each Reporting Person

141,944

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

.1 %

12. Type of Reporting Person

00

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS PRIVATE EQUITY PARTNERS 2000 Direct Investment Fund, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) []

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

157,364

Owned by

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Each Reporting Person With: 7. Sole Dispositive Power 0 8. Shared Dispositive Power 157,364

9. Aggregate Amount Beneficially Owned by Each Reporting Person 157,364

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11. Percent of Class Represented by Amount in Row (9) .1 %

12. Type of Reporting Person PN

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CUSIP No. 121208201 13G

1. Name of Reporting Person I.R.S. Identification No. of above Person GS PEP 2000 DIRECT INVESTMENT ADVISORS L.L.C.

2. Check the Appropriate Box if a Member of a Group (a) [] (b) []

3. SEC Use Only

4. Citizenship or Place of Organization

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Delaware

5. Sole Voting Power
Number of 0
Shares -----
Beneficially 6. Shared Voting Power
Owned by 157,364

Each 7. Sole Dispositive Power
Reporting 0

Person 8. Shared Dispositive Power
With: 157,364

9. Aggregate Amount Beneficially Owned by Each Reporting Person

157,364

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[_]

11. Percent of Class Represented by Amount in Row (9)

.1 %

12. Type of Reporting Person

00

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

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STONE STREET FUND 2000, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

213,675

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

With:

8. Shared Dispositive Power

213,675

9. Aggregate Amount Beneficially Owned by Each Reporting Person

213,675

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

.2 %

12. Type of Reporting Person

PN

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

Stone Street 2000, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

213,675

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

213,675

9. Aggregate Amount Beneficially Owned by Each Reporting Person

213,675

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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11. Percent of Class Represented by Amount in Row (9)

.2 %

12. Type of Reporting Person

00

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

BRIDGE STREET SPECIAL OPPORTUNITIES FUND 2000, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

106,837

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

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With:

106,837

9. Aggregate Amount Beneficially Owned by Each Reporting Person

106,837

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

.1 %

12. Type of Reporting Person

PN

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CUSIP No. 121208201

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

BRIDGE STREET SPECIAL OPPORTUNITIES 2000, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

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Number of	0
Shares	-----
Beneficially	6. Shared Voting Power
Owned by	106,837
Each	-----
Reporting	7. Sole Dispositive Power
Person	0
With:	-----
	8. Shared Dispositive Power
	106,837

9. Aggregate Amount Beneficially Owned by Each Reporting Person

106,837

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

.1 %

12. Type of Reporting Person

00

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Item 1(a). Name of Issuer:
BURGER KING HOLDINGS, INC.

Item 1(b). Address of Issuer's Principal Executive Offices:
5505 Blue Lagoon Drive
Miami, FL 33126

Item 2(a). Name of Persons Filing:

THE GOLDMAN SACHS GROUP, INC.
GOLDMAN, SACHS & CO.
GS CAPITAL PARTNERS 2000, L.P.
GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.

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GS ADVISORS 2000, L.L.C.
GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG
GOLDMAN SACHS MANAGEMENT GP GMBH
GOLDMAN, SACHS & CO. oHG
GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P.
GOLDMAN SACHS DIRECT INVESTMENT FUND 2000, L.P.
GS Employee Funds 2000 GP, L.L.C.
GS PRIVATE EQUITY PARTNERS 2000, L.P.
GS PEP 2000 ADVISORS, L.L.C.
Private Equity Partners 2000 Offshore Holdings, L.P.
GS PEP 2000 OFFSHORE HOLDINGS ADVISORS, INC.
GS PRIVATE EQUITY PARTNERS 2000 Direct Investment Fund, L.P.
GS PEP 2000 DIRECT INVESTMENT ADVISORS L.L.C.
STONE STREET FUND 2000, L.P.
Stone Street 2000, L.L.C.
BRIDGE STREET SPECIAL OPPORTUNITIES FUND 2000, L.P.
BRIDGE STREET SPECIAL OPPORTUNITIES 2000, L.L.C.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The Goldman Sachs Group, Inc., Goldman, Sachs & Co., GS Capital Partners 2000, L.P., GS Advisors 2000, L.L.C, GS Capital Partners 2000 Employee Fund, L.P., Goldman Sachs Direct Investment Fund 2000, L.P., GS Employee Funds 2000 GP, L.L.C., GS Private Equity Partners 2000, L.P., GS PEP 2000 Advisors, L.L.C., GS PEP 2000 Offshore Holdings Advisors, Inc., GS Private Equity Partners 2000-Direct Investment Fund, L.P., GS PEP 2000 Direct Investment Advisors, L.L.C., Bridge Street Special Opportunities Fund 2000, L.P., Bridge Street Special Opportunities Fund 2000, L.L.C., Stone Street Fund 2000, L.P. and Stone Street 2000, L.L.C.:
85 Broad Street, New York, NY 10004

GS Capital Partners 2000 Offshore, L.P. and GS Private Equity Partners 2000 Offshore Holdings, L.P.:
c/o M&C Corporate Services Ltd., P.O. Box 309, Grand Cayman, Cayman Islands

GS Capital Partners 2000 GmbH & Co. Beteiligungs KG, Goldman, Sachs Management GP GmbH and Goldman, Sachs & Co. oHG:
MesseTurm, 60308 Frankfurt am Main, Germany

Item 2(c).

Citizenship:
THE GOLDMAN SACHS GROUP, INC. - Delaware
GOLDMAN, SACHS & CO. - New York
GS CAPITAL PARTNERS 2000, L.P. - Delaware
GS CAPITAL PARTNERS 2000 OFFSHORE, L.P. - Cayman Islands
GS ADVISORS 2000, L.L.C. - Delaware
GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG - Germany
GOLDMAN SACHS MANAGEMENT GP GMBH - Germany
GOLDMAN, SACHS & CO. oHG - Germany
GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P. - Delaware
GOLDMAN SACHS DIRECT INVESTMENT FUND 2000, L.P. - Delaware
GS Employee Funds 2000 GP, L.L.C. - Delaware
GS PRIVATE EQUITY PARTNERS 2000, L.P. - Delaware
GS PEP 2000 ADVISORS, L.L.C. - Delaware
Private Equity Partners 2000 Offshore Holdings, L.P.
- Delaware
GS PEP 2000 OFFSHORE HOLDINGS ADVISORS, INC. - Delaware
GS PRIVATE EQUITY PARTNERS 2000 Direct Investment Fund, L.P.
- Delaware

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GS PEP 2000 DIRECT INVESTMENT ADVISORS L.L.C. - Delaware
STONE STREET FUND 2000, L.P. - Delaware
Stone Street 2000, L.L.C. - Delaware
BRIDGE STREET SPECIAL OPPORTUNITIES FUND
2000, L.P. - Delaware
BRIDGE STREET SPECIAL OPPORTUNITIES 2000, L.L.C. - Delaware

- Item 2(d). Title of Class of Securities:
Common Stock, \$ 0.01 par value
- Item 2(e). CUSIP Number:
121208201
- Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:
- (a).[] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
 - (b).[] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c).[] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d).[] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e).[] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f).[] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g).[] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h).[] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i).[] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j).[] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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- Item 4. Ownership.*
- (a). Amount beneficially owned:
See the response(s) to Item 9 on the attached cover page(s).
 - (b). Percent of Class:
See the response(s) to Item 11 on the attached cover page(s).
 - (c). Number of shares as to which such person has:
 - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
 - (ii). Shared power to vote or to direct the vote: See the

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response(s) to Item 6 on the attached cover page(s).

(iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).

(iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

Item 5. Ownership of Five Percent or Less of a Class.
Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.
See Exhibit (99.2)

Item 8. Identification and Classification of Members of the Group.
See Exhibit (99.3)

Item 9. Notice of Dissolution of Group.
Not Applicable

Item 10. Certification.
Not Applicable

* In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion, or both and (ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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Date: February 13, 2009

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS ADVISORS 2000, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GOLDMAN SACHS MANAGEMENT GP GMBH

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GOLDMAN, SACHS & CO. oHG

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P.

By:/s/ Ronald L. Christopher

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Name: Ronald L. Christopher
Title: Attorney-in-fact

GOLDMAN SACHS DIRECT INVESTMENT FUND 2000, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS Employee Funds 2000 GP, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PRIVATE EQUITY PARTNERS 2000, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

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Signature Page continued

GS PEP 2000 ADVISORS, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Private Equity Partners 2000 Offshore Holdings, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PEP 2000 OFFSHORE HOLDINGS ADVISORS, INC.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PRIVATE EQUITY PARTNERS 2000 Direct Investment Fund, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PEP 2000 DIRECT INVESTMENT ADVISORS L.L.C.

By:/s/ Ronald L. Christopher

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Name: Ronald L. Christopher
Title: Attorney-in-fact

STONE STREET FUND 2000, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Stone Street 2000, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

BRIDGE STREET SPECIAL OPPORTUNITIES FUND 2000, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

BRIDGE STREET SPECIAL OPPORTUNITIES 2000, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

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INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
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99.2	Item 7 Information
99.3	Item 8 Information
99.4	Power of Attorney, relating to THE GOLDMAN SACHS GROUP, INC.
99.5	Power of Attorney, relating to GOLDMAN, SACHS & CO.
99.6	Power of Attorney, relating to GS CAPITAL PARTNERS 2000, L.P.
99.7	Power of Attorney, relating to GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.
99.8	Power of Attorney, relating to GS ADVISORS 2000, L.L.C.
99.9	Power of Attorney, relating to GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG
99.10	Power of Attorney, relating to GOLDMAN SACHS MANAGEMENT GP GMBH
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- 99.13 GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P.
Power of Attorney, relating to
GOLDMAN SACHS DIRECT INVESTMENT FUND 2000, L.P.
- 99.14 Power of Attorney, relating to
GS Employee Funds 2000 GP, L.L.C.
- 99.15 Power of Attorney, relating to
GS PRIVATE EQUITY PARTNERS 2000, L.P.
- 99.16 Power of Attorney, relating to
GS PEP 2000 ADVISORS, L.L.C.
- 99.17 Power of Attorney, relating to
Private Equity Partners 2000 Offshore Holdings, L.P.
- 99.18 Power of Attorney, relating to
GS PEP 2000 OFFSHORE HOLDINGS ADVISORS, INC.
- 99.19 Power of Attorney, relating to
GS PRIVATE EQUITY PARTNERS 2000 Direct Investment Fund, L.P.
- 99.20 Power of Attorney, relating to
GS PEP 2000 DIRECT INVESTMENT ADVISORS L.L.C.
- 99.21 Power of Attorney, relating to
STONE STREET FUND 2000, L.P.
- 99.22 Power of Attorney, relating to
Stone Street 2000, L.L.C.
- 99.23 Power of Attorney, relating to
BRIDGE STREET SPECIAL OPPORTUNITIES FUND 2000, L.P.
- 99.24 Power of Attorney, relating to
BRIDGE STREET SPECIAL OPPORTUNITIES 2000, L.L.C.

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EXHIBIT (99.1)

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$ 0.01 par value, of BURGER KING HOLDINGS, INC. and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: February 13, 2009

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000, L.P.

By:/s/ Ronald L. Christopher

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Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS ADVISORS 2000, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GOLDMAN SACHS MANAGEMENT GP GMBH

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GOLDMAN, SACHS & CO. oHG

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Page 28 of 52

GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GOLDMAN SACHS DIRECT INVESTMENT FUND 2000, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS Employee Funds 2000 GP, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

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GS PRIVATE EQUITY PARTNERS 2000, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PEP 2000 ADVISORS, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Private Equity Partners 2000 Offshore Holdings, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PEP 2000 OFFSHORE HOLDINGS ADVISORS, INC.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PRIVATE EQUITY PARTNERS 2000 Direct Investment Fund, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PEP 2000 DIRECT INVESTMENT ADVISORS L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

STONE STREET FUND 2000, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Stone Street 2000, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

BRIDGE STREET SPECIAL OPPORTUNITIES FUND 2000, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Title: Attorney-in-fact

BRIDGE STREET SPECIAL OPPORTUNITIES 2000, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

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EXHIBIT (99.2)

ITEM 7 INFORMATION

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, par value \$0.01 per share, of Burger King Holdings, Inc. and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

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EXHIBIT (99.3)

ITEM 8 INFORMATION

Each of GS Capital Partners 2000, L.P., GS Capital Partners 2000 Offshore, L.P., GS Capital Partners 2000 GmbH & Co. Beteiligungs KG, GS Capital Partners 2000 Employee Fund, L.P., Bridge Street Special Opportunities Fund 2000, L.P., Stone Street Fund 2000, L.P., Goldman Sachs Direct Investment Fund 2000, L.P., GS Private Equity Partners 2000, L.P., GS Private Equity Partners 2000 Offshore Holdings, L.P. and GS Private Equity Partners 2000-Direct Investment Fund, L.P. (collectively, the "GS Funds") is a party to an Amended and Restated Shareholders' Agreement by and among Burger King Holdings, Inc. (the "Company"), Burger King Corporation, TPG BK Holdco LLC (the "TPG Fund"), the GS Funds and Bain Capital Integral Investors, LLC, Bain Capital VII Coinvestment Fund, LLC and BCIP TCV, LLC (collectively the "Bain Funds" and together with the GS Funds and the TPG Fund, the "Funds").

The Stockholders Agreement provides for the right of each sponsor to appoint one or more members to the Company's board of directors and requires the parties to vote their Common Stock for directors that are designated in accordance with the provisions of the Stockholders Agreement. The Stockholders Agreement also contains certain provisions relating to drag-along and tag-along rights and transfer restrictions among the sponsors and requires the parties to vote their shares of Common Stock pursuant to the instructions of certain groups of investors with respect to certain change of control transactions. The aggregate number of shares of Common Stock beneficially owned collectively by the GS Funds, the Bain Funds and the TPG Fund based on available information is approximately 28,712,773, which represents approximately 21% of the outstanding Common Stock. The share ownership reported for the GS Funds does not include any shares owned by the other parties to the Stockholders Agreement, except to the

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extent already disclosed in this Schedule 13G. Each of the GS Funds disclaims beneficial ownership of any shares of Common Stock owned by the other parties to the Stockholders Agreement, except to the extent already disclosed in this Schedule 13G.

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EXHIBIT (99.4)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 19, 2006.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Gregory K. Palm

GREGORY K. PALM
Executive Vice President and General Counsel

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EXHIBIT (99.5)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Ronald L.

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Christopher and Lauren LoFaro, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 19, 2006.

GOLDMAN, SACHS & CO.

By: /s/ Gregory K. Palm

GREGORY K. PALM
Managing Director

Page 33 of 52 pages

EXHIBIT (99.6)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 7, 2007.

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GS CAPITAL PARTNERS 2000, L.P.

By: GS Advisors 2000, L.L.C.

By: /s/ John E. Bowman

JOHN E. BOWMAN, Vice President

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EXHIBIT (99.7)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000 OFFSHORE, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 7, 2007.

GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.

By: GS Advisors 2000, L.L.C.

By: /s/ John E. Bowman

JOHN E. BOWMAN, Vice President

Page 35 of 52 pages

EXHIBIT (99.8)

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS that GS ADVISORS 2000, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GS ADVISORS 2000, L.L.C.

By: /s/ John E. Bowman

JOHN E. BOWMAN, Vice President

Page 36 of 52 pages

EXHIBIT (99.9)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2007.

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GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG

By: Goldman Sachs Management GP GmbH

By: /s/ John E. Bowman

JOHN E. BOWMAN, Managing Director

Page 37 of 52 pages

EXHIBIT (99.10)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS MANAGEMENT GP GMBH (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GOLDMAN, SACHS MANAGEMENT GP GMBH

By: /s/ John E. Bowman

JOHN E. BOWMAN, Managing Director

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EXHIBIT (99.11)

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. oHG (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GOLDMAN, SACHS & CO. oHG

By: /s/ Carmen Sameja-Jaberg

By: /s/ Heinrich Lammer

Name: Carmen Sameja-Jaberg
Title: Vice President

Name: Heinrich Lammer
Title: Vice President

Page 39 of 52 pages

EXHIBIT (99.12)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 7, 2007.

GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P.

By: GS Employee Funds 2000 GP, L.L.C.

By: /s/ John E. Bowman

JOHN E. BOWMAN, Vice President

Page 40 of 52 pages

EXHIBIT (99.13)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS DIRECT INVESTMENT FUND 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2007.

GOLDMAN SACHS DIRECT INVESTMENT FUND 2000, L.P.

By: GS Employee Funds 2000 GP, L.L.C.

By: /s/ Kaca B. Enquist

KACA B. ENQUIST, Vice President

Page 41 of 52 pages

EXHIBIT (99.14)

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS EMPLOYEE FUNDS 2000 GP, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2007.

GS EMPLOYEE FUNDS 2000 GP, L.L.C.

By: /s/ John E. Bowman

JOHN E. BOWMAN, Vice President

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EXHIBIT (99.15)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS PRIVATE EQUITY PARTNERS 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or

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persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 7, 2007.

GS PRIVATE EQUITY PARTNERS 2000, L.P.

By: GS PEP 2000 Advisors, L.L.C., its general partner

/s/ Jennifer Barbetta

Name: Jennifer Barbetta
Title: Vice President

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EXHIBIT (99.16)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS PEP ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GS PEP ADVISORS, L.L.C.

/s/ Jennifer Barbetta

Name: Jennifer Barbetta
Title: Vice President

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EXHIBIT (99.17)

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS PRIVATE EQUITY PARTNERS 2000 OFFSHORE HOLDINGS, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GS PRIVATE EQUITY PARTNERS 2000 OFFSHORE HOLDINGS, L.P.

By: GS PEP 2000 Offshore Holdings Advisors, Inc., its general partner

/s/ Jennifer Barbetta

Name: Jennifer Barbetta
Title: Vice President

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EXHIBIT (99.18)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS PEP 2000 OFFSHORE HOLDINGS ADVISORS, INC. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by

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one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GS PEP 2000 OFFSHORE HOLDINGS ADVISORS, INC.

/s/ Jennifer Barbetta

Name: Jennifer Barbetta
Title: Vice President

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EXHIBIT (99.19)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS PRIVATE EQUITY PARTNERS 2000 - Direct Investment Fund, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GS PRIVATE EQUITY PARTNERS 2000-Direct Investment Fund, L.P.

By: GS PEP 2000 Direct Investment Advisors L.L.C., its general partner

/s/ Jennifer Barbetta

Name: Jennifer Barbetta

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Title: Vice President

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EXHIBIT (99.20)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS PEP 2000 DIRECT INVESTMENT ADVISORS L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act", with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GS PEP 2000 DIRECT INVESTMENT ADVISORS L.L.C.

/s/ Jennifer Barbetta

Name: Jennifer Barbetta
Title: Vice President

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EXHIBIT (99.21)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that BRIDGE STREET SPECIAL OPPORTUNITIES FUND 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting

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individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2007.

BRIDGE STREET SPECIAL OPPORTUNITIES FUND 2000, L.P.
By: Bridge Street Special Opportunities Fund 2000, L.L.C.

/s/ Kaca B. Enquist

KACA B. ENQUIST
Vice President and Secretary

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EXHIBIT (99.22)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that BRIDGE STREET SPECIAL OPPORTUNITIES FUND 2000, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2007.

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BRIDGE STREET SPECIAL OPPORTUNITIES Fund 2000, L.L.C.

/s/ Kaca B. Enquist

KACA B. ENQUIST
Vice President and Secretary

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EXHIBIT (99.23)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET FUND 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 7, 2007.

STONE STREET FUND 2000, L.P.

By: Stone Street 2000, L.L.C.

By: /s/ Kaca B. Enquist

Name: Kaca B. Enquist
Title: Vice President

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EXHIBIT (99.24)

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET FUND 2000, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2007.

STONE STREET FUND 2000, L.L.C.

/s/ Kaca B. Enquist
By: _____

KACA B. ENQUIST, Vice President