

Burger King Holdings Inc
Form 4
November 21, 2007

FORM 4

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

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

(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)
11/19/2007

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/19/2007		S		5,760,000	D	\$ 25 19,533,763
						I	
Common Stock	11/21/2007		S		864,000	D	\$ 25 18,669,763
						I	

See footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11)

See footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11)

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

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(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 Beneficially Owned (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 NEW YORK, NY 10004	X
GS PEP 2000 Offshore Holdings Advisors, Inc. 85 BROAD STREET NEW YORK, NY 10004	X
GS PEP 2000 Direct Investment Advisors, L.L.C. 85 BROAD STREET NEW YORK, NY 10004	X

Signatures

/s/ Andrea Louro DeMar, Attorney-in-fact	11/21/2007
**Signature of Reporting Person	Date
/s/ Andrea Louro DeMar, Attorney-in-fact	11/21/2007
**Signature of Reporting Person	Date
/s/ Andrea Louro DeMar, Attorney-in-fact	11/21/2007
**Signature of Reporting Person	Date
/s/ Andrea Louro DeMar, Attorney-in-fact	11/21/2007
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**Signature of Reporting Person	Date

**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) 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 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)

(2) 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. ("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.

(4) Pursuant to an underwriting agreement, dated November 13, 2007 (the "Underwriting Agreement"), and in connection with the registered public offering of common stock, par value \$0.01 per share (the "Common Stock") of Burger King Holdings, Inc. (the "Company"), pursuant to the final prospectus filed by the Company on November 15, 2007, which offering was consummated on November 19, 2007 (the "Secondary Offering"), GSCP 2000 sold 3,009,514 shares of Common Stock; GSCP 2000 Offshore sold 1,093,543 shares of Common Stock; GSCP Germany 2000 sold 125,791 shares of Common Stock; GSCP Employee 2000 sold 955,625 shares of Common Stock; Bridge SO 2000 sold 44,271 shares of Common Stock; Stone 2000 sold 88,543 shares of Common Stock; GS Direct 2000 sold 147,571 shares of Common Stock; PEP 2000 LP sold 171,115 shares of Common Stock; PEP 2000 Offshore LP sold 58,819 shares of Common Stock; and PEP Direct sold 65,208 shares of Common Stock.

(5) Pursuant to the Underwriting Agreement, and in connection with the Secondary Offering, the underwriters, party to the Underwriting Agreement (the "Underwriters") elected to exercise an option (the "Over-Allotment Option") to purchase an additional amount of shares of the Company's Common Stock from the selling stockholders, which included the Limited Partnerships. Goldman Sachs was one of the several Underwriters under the Underwriting Agreement.

(6) On November 21, 2007, the sale of shares of Company's Common Stock by the selling stockholders to the Underwriters pursuant to the exercise by the Underwriters of the Over-Allotment Option was consummated and in connection with such sale GSCP 2000 sold 451,427 shares of Common Stock; GSCP 2000 Offshore sold 164,031 shares of Common Stock; GSCP Germany 2000 sold 18,869 shares of Common Stock; GSCP Employee 2000 sold 143,344 shares of Common Stock; Bridge SO 2000 sold 6,641 shares of Common Stock; Stone 2000 sold 13,281 shares of Common Stock; GS Direct 2000 sold 22,136 shares of Common Stock; PEP 2000 LP sold 25,667 shares of Common Stock; PEP 2000 Offshore LP sold 8,823 shares of Common Stock; and PEP Direct sold 9,781 shares of Common Stock.

(7) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 10,000 shares of Common Stock. As of November 21, 2007, as a result of the Secondary Offering and the exercise of the Over-Allotment Option, Goldman Sachs and GS Group may each be deemed to beneficially own indirectly, in the aggregate, 18,650,225 shares of Common Stock through the Limited Partnerships, of which affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member. 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.

(8) GS Group may be deemed to beneficially own 9,538 shares of Common Stock pursuant to the 2006 Omnibus Incentive Plan (the "2006 Plan"), consisting of 4,769 deferred shares granted to each of Sanjeev K. Mehra and Adrian M. Jones, each a managing director of Goldman Sachs, in their capacity as directors of the Company. Each of Sanjeev K. Mehra and Adrian M. Jones has an understanding with GS Group pursuant to which he holds such deferred shares for the benefit of GS Group. Each grant of 4,769 deferred shares vests 25% on the first day of each calendar quarter following the grant date, which was November 29, 2006. The deferred shares will be settled 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.

(9) As of November 21, 2007, as a result of the Secondary Offering and the exercise of the Over-Allotment Option, GSCP 2000 beneficially owns directly and its general partner, GS Advisors 2000 may be deemed to beneficially own indirectly 9,744,463 shares of Common

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Stock. GSCP 2000 Offshore beneficially owns directly and its general partner, GS Advisors 2000 may be deemed to beneficially own indirectly 3,540,766 shares of Common Stock. GSCP Germany 2000 beneficially owns directly and its general partner GS GmbH may be deemed to beneficially own indirectly 407,296 shares of Common Stock. (continue in next footnote)

- (10) GSCP Employee 2000 beneficially owns directly and its general partner GS Employee 2000 LLC may be deemed to beneficially own indirectly 3,094,204 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 143,346 shares of Common Stock. Stone 2000 beneficially owns directly and its general partner Stone 2000 GP may be deemed to beneficially own indirectly 286,692 shares of Common Stock. GS Direct 2000 beneficially owns directly and its general partner GS Employee 2000 LLC may be deemed to beneficially own indirectly 477,819 shares of Common Stock. (continue in next footnote)

- (11) PEP 2000 LP beneficially owns directly and its general partner PEP 2000 LLC may be deemed to beneficially own indirectly 554,052 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 190,449 shares of Common Stock. PEP Direct beneficially owns directly and its general partner PEP Direct LLC may be deemed to beneficially own indirectly 211,138 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.