Burger King Holdings Inc Form 3 May 17, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

À PAGLIUCA STEPHEN G

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

05/17/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Burger King Holdings Inc [BKC]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

PARTNERS, LLC, 111 **HUNTINGTON AVENUE**

C/O BAIN CAPITAL

(Street)

X Director __X__ 10% Owner

(Check all applicable)

Officer Other (give title below) (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

BOSTON. MAÂ 02199

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect

(I) (Instr. 5)

Common Stock, par value \$0.01 per share 33,501,677 Ι See Footnotes (1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Price of Derivative Derivative

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Date Expiration Title Amount or Security Direct (D)

Exercisable Date Number of or Indirect

Shares (I)

(Instr. 5)

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, MAÂ 02199

X Â X Â Â

Signatures

/s/ Pagliuca, Stephen G. 05/17/2006

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 - Stephen G. Pagliuca is a managing director of Bain Capital Investors, LLC ("BCI"). BCI is the sole general partner of Bain Capital Partners VII, L.P. (BCP"), which is the sole general partner of Bain Capital VII Coinvestment Fund VII, L.P. ("Coinvestment Fund VII,
- (1) L.P."), which is the managing and sole member of Bain Capital VII Coinvestment Fund, LLC ("Coinvestment Fund VII, LLC"). By virtue of this relationship, Mr. Pagliuca may be deemed to share voting and dispositive power with respect to the 7,415,242 shares of Common Stock held by Coinvestment Fund VII, LLC.
- BCI is also the administrative member of Bain Capital Integral Investors, LLC ("Integral Investors"). By virtue of this relationship, Mr.
- (2) Pagliuca may be deemed to share voting and dispositive power with the respect to the 25,944,899 shares of Common Stock held by Integral Investors.
- (3) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV"). By virtue of this relationship, Mr. Pagliuca may be deemed to share voting and dispositive power with the respect to 141,536 shares of Common Stock held by BCIP TCV.
- (4) Mr. Pagliuca disclaims beneficial ownership of the securities held by each of the entities referred to in the foregoing footnotes except to the extent of his pecuniary interest therein.

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.

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