

Burger King Holdings Inc  
Form 4  
November 21, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**PAGLIUCA STEPHEN G**

(Last) (First) (Middle)

**C/O BAIN CAPITAL PARTNERS,  
LLC, 111 HUNTINGTON AVENUE**

(Street)

**BOSTON, MA 02199**

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 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, Par Value \$0.01  | 11/19/2007                           |  | S                              |   | 4,957,469   | D  | \$ 24.125   |
|                                 |                                      |  |                                |   |   |  | 19,514,221  |
|                                 |                                      |  |                                |   |   | I  |   |
|                                 |                                      |  |                                |   |   |  | See Footnotes (1) (2) (3)                             |
| Common Stock, Par Value \$0.01  | 11/21/2007                           |  | S                              |   | 864,000   | D  | \$ 24.125   |
|                                 |                                      |  |                                |   |   |  | 18,650,221  |
|                                 |                                      |  |                                |   |   | I  |   |
|                                 |                                      |  |                                |   |   |  | See Footnotes (1) (2) (3)                             |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| PAGLIUCA STEPHEN G<br>C/O BAIN CAPITAL PARTNERS, LLC<br>111 HUNTINGTON AVENUE<br>BOSTON, MA 02199 | X             | X         |         |       |

## Signatures

/s/ Stephen G. Pagliuca  
11/21/2007  
\*\*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).

- Mr. Pagliuca is Managing Director of Bain Capital Investors, LLC ("BCI"). Because BCI is the administrative member of Bain Capital Integral Investors, LLC ("Integral Investors"), Mr. Pagliuca may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Integral Investors. Mr. Pagliuca disclaims beneficial ownership of such securities except to the extent of
- (1) his pecuniary interest therein. On 11/19/2007, Integral Investors sold 3,658,219 shares of Common Stock in a registered public offering of the Issuer (the "Initial Offering"). On 11/21/2007, Integral Investors sold an additional 669,113 shares of Common Stock in connection with an overallotment option related to the Initial Offering (the "Overallotment Option"). Following such sales, Integral Investors held 14,443,398 shares of Common Stock.
  - (2) Because 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, L.P. ("Coinvestment Fund VII, L.P."), which is the managing and sole member of Bain Capital Fund VII Coinvestment Fund, LLC ("Coinvestment Fund VII, LLC"), Mr. Pagliuca may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Coinvestment Fund VII, LLC. Mr. Pagliuca disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. On 11/19/2007, Coinvestment Fund VII, LLC sold 1,274,915 shares of

## Edgar Filing: Burger King Holdings Inc - Form 4

Common Stock in the Initial Offering. On 11/21/2007, Coinvestment Fund VII, LLC sold an additional 191,237 shares of Common Stock in connection with the Overallotment Option. Following such sales, Coinvestment Fund VII, LLC held 4,128,030 shares of Common Stock.

- Because BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"), Mr. Pagliuca may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. Mr. Pagliuca disclaims beneficial ownership of such
- (3) securities except to the extent of his pecuniary interest therein. On 11/19/2007, BCIP TCV sold 24,335 shares of Common Stock in the Initial Offering. On 11/21/2007, BCIP TCV sold an additional 3,650 shares of Common Stock in connection with the Overallotment Option. Following such sales, BCIP TCV held 78,793 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.