

GS CAPITAL PARTNERS 2000 GMBH & CO BETEILIGUNGS KG
 Form 4
 May 25, 2006

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 *
GOLDMAN SACHS GROUP INC/

2. Issuer Name and Ticker or Trading Symbol
Burger King Holdings Inc [BKC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
85 BROAD ST,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2006

____ Director _____ 10% Owner
 _____ Officer (give title below) _____ Other (specify below)

NEW YORK, NY 10004

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/23/2006 | | S | 1,200,000 | D \$ 17 32,301,681 | I | See footnotes (1) (2) (3) (4) (5) (6) (7) (8) |

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004 | | X | | |
| GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004 | | X | | |
| GS CAPITAL PARTNERS 2000 LP 85 BROAD ST NEW YORK, NY 10004 | | X | | |
| GS CAPITAL PARTNERS 2000 OFFSHORE LP MESSE TURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000 | | X | | |
| GS CAPITAL PARTNERS 2000 GMBH & CO BETEILIGUNGS KG MESSE TURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000 | | X | | |
| GS CAPITAL PARTNERS 2000 EMPLOYEE FUND LP 85 BROAD ST NEW YORK, NY 10004 | | X | | |
| STONE STREET FUND 2000 LP 85 BROAD ST NEW YORK, NY 10004 | | X | | |
| GOLDMAN SACHS DIRECT INVESTMENT FUND 2000 LP 85 BROAD ST NEW YORK, NY 10004 | | X | | |

Bridge Street Special Opportunities Fund 2000, LLC
 85 BROAD STREET X
 NEW YORK, NY 10004

Bridge Street Special Opportunities Fund 2000, L.P.
 85 BROAD STREET X
 NEW YORK, NY 10004

Signatures

/s/ John M. O'Rourke,
 Attorney-in-fact 05/25/2006

__Signature of Reporting Person Date

/s/ John M. O'Rourke,
 Attorney-in-fact 05/25/2006

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 Attorney-in-fact 05/25/2006

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/s/ John M. O'Rourke,
 Attorney-in-fact 05/25/2006

__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)

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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)

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

- Pursuant to an underwriting agreement, dated May 17, 2006 (the "Underwriting Agreement"), and in connection with the registered public offering of shares of Burger King Holdings, Inc. (the "Company") common stock, par value \$0.01 per share (the "Common Stock"), pursuant to the final prospectus filed by the Company on May 18, 2006, which offering was consummated on May 17, 2006, 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.
- (4)

- On May 23, 2006, the sale of shares of the 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 626,982 shares of Common Stock; GSCP 2000 Offshore sold 227,821 shares of Common Stock; GSCP Germany 2000 sold 26,207 shares of Common Stock; GSCP Employee 2000 sold 199,089 shares of Common Stock; Stone 200 sold 18,446 shares of Common Stock; Bridge SO 2000 sold 9,223 shares of Common Stock; GS Direct 2000 sold 30,744 shares of Common Stock; PEP 2000 LP sold 35,649 shares of Common Stock; PEP 2000 Offshore LP sold 12,254 shares of Common Stock; and PEP Direct sold 13,585 shares of Common Stock.
- (5)

- Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 32,301,681 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 direct and indirect 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.
- (6)

- GSCP 2000 beneficially owns directly and its general partner, GS Advisors 2000 may be deemed to beneficially own indirectly 16,877,144 shares of Common Stock. GSCP 2000 Offshore beneficially owns directly and its general partner, GS Advisors 2000 may be deemed to beneficially own indirectly 6,132,511 shares of Common Stock. GSCP Germany 2000 beneficially owns directly and its general partner GS GmbH may be deemed to beneficially own indirectly 705,426 shares of Common Stock. GSCP Employee 2000 beneficially owns directly and its general partner GS Employee 2000 LLC may be deemed to beneficially own indirectly 5,359,077 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 248,271 shares of Common Stock.
- (7)

- Stone 2000 beneficially owns directly and its general partner Stone 2000 GP may be deemed to beneficially own indirectly 496,542 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 827,570 shares of Common Stock. PEP 2000 LP beneficially owns directly and its general partner PEP 2000 LLC may be deemed to beneficially own indirectly 959,602 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 329,853 shares of Common Stock. PEP Direct beneficially owns directly and its general partner PEP Direct LLC may be deemed to beneficially own indirectly 365,685 shares of Common Stock.
- (8)

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.