

Burger King Holdings Inc
Form SC 13G
February 14, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

Burger King Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

121208 20 1

(CUSIP Number)

December 31, 2006

(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)

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* 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 disclosures provided in a prior cover page. The information required on 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).

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bain Capital Integral Investors, LLC

EIN No.: 04-3516349

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) x

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES 25,015,575 Shares

6. SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY 7. SOLE DISPOSITIVE POWER

EACH 25,015,575 Shares

8. SHARED DISPOSITIVE POWER

REPORTING 0

PERSON

WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,015,575 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.61%

12. TYPE OF REPORTING PERSON

OO- Other

13. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bain Capital VII Coinvestment Fund, LLC

EIN No.: 22-3850358

14. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

15. SEC USE ONLY

16. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 17. SOLE VOTING POWER

SHARES 7,149,635 Shares

18. SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

19. SOLE DISPOSITIVE POWER

EACH

7,149,635 Shares

20. SHARED DISPOSITIVE POWER

REPORTING

0

PERSON

WITH

21. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,149,635 Shares

22. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

23. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.32%

24. TYPE OF REPORTING PERSON

OO- Other

25. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

BCIP TCV, LLC

EIN No.: 06-1665510

26. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

27. SEC USE ONLY

28. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 29. SOLE VOTING POWER

SHARES 136,467 Shares

30. SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

31. SOLE DISPOSITIVE POWER

EACH

136,467 Shares

32. SHARED DISPOSITIVE POWER

REPORTING

0

PERSON

WITH

33. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

136,467 Shares

34. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

35. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.10%

36. TYPE OF REPORTING PERSON

OO- Other

Item 1 (a). Name of Issuer

The name of the issuer to which this filing on Schedule 13G relates is Burger King Holdings, Inc. (the Company).

Item 1 (b). Address of Issuer s Principal Executive Offices

The principal executive offices of the Company are located at 5505 Blue Lagoon Drive, Miami, Florida 33126.

Item 2 (a). Name of Person Filing

This statement is being filed on behalf of Bain Capital VII Coinvestment Fund, LLC (Coinvestment Fund VII, LLC), a Delaware limited liability company, Bain Capital Integral Investors, LLC (Integral Investors), a Delaware limited liability company, and BCIP TCV, LLC (BCIP TCV), a Delaware limited liability company.

Bain Capital Investors, LLC (BCI) is the sole general partner of Bain Capital Partners VII, L.P., which is the sole general partner of Bain Capital VII Coinvestment Fund, L.P, which is the managing and sole member of Coinvestment Fund VII, LLC. BCI is also the administrative member of each of Integral Investors and BCIP TCV. Coinvestment Fund VII, LLC, Integral Investors, and BCIP TCV have entered into a Joint Filing Agreement, dated February 14, 2007, a copy of which is filed with this Schedule 13G as Exhibit A, pursuant to which Coinvestment Fund VII, LLC, Integral Investors, and BCIP TCV have agreed to file this statement jointly in accordance with the provisions of 13d-1(k)(1) under the Securities Exchange Act of 1934.

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

The principal business address of each of Coinvestment Fund VII, LLC, Integral Investors, and BCIP TCV is c/o Bain Capital Investors, LLC, 111 Huntington Avenue, Boston, Massachusetts 02199.

Item 2 (c). Citizenship

Each of Coinvestment Fund VII, LLC, Integral Investors, and BCIP TCV is organized under the laws of the State of Delaware.

Item 2 (d). Title of Class of Securities

The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Stock, par value \$0.01 per share.

Item 2 (e). CUSIP Number

The CUSIP number of the Company s Common Stock is 121208 20 1.

Item 3. Not Applicable.

Item 4. Ownership.

Item 4 (a). Amount beneficially owned

Integral Investors owns 25,015,575 shares of the Common Stock of the Company. BCI is the administrative member of Integral Investors.

Coinvestment Fund VII, LLC owns 7,149,635 shares of the Common Stock of the Company. BCI is the sole general partner of Bain Capital Partners VII, L.P., which is the sole general partner of Bain Capital VII Coinvestment Fund, L.P, which is the managing and sole member of Coinvestment Fund VII, LLC.

BCIP TCV owns 136,467 shares of the Common Stock of the Company. BCI is the administrative member of BCIP TCV.

Item 4 (b). Percent of Class

Integral Investors owns 18.61% of the Common Stock outstanding of the Company, Coinvestment Fund VII, LLC owns 5.32% of the Common Stock outstanding of the Company, and BCIP TCV owns 0.10% of the Common Stock outstanding of the Company. The percentage of Common Stock reportedly owned for each of the entities above is based on 134,448,716 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of January 17, 2007 based on the Company's registration statement on Form S-1 filed on February 5, 2007.

Item 4 (c). Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

Integral Investors	25,015,575
Coinvestment Fund VII, LLC	7,149,635
BCIP TCV	136,467

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

Integral Investors	25,015,575
Coinvestment Fund VII, LLC	7,149,635
BCIP TCV	136,467

(iv) shared power to dispose or to direct the disposition of:

0

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:

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Each of Integral Investors, Coinvestment Fund VII, LLC, and BCIP TCV (the Bain 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, 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., GS Private Equity Partners 2000-Direct Investment Fund, L.P. and the Bain Funds.

The Stockholders Agreement provides for the right of each sponsor to appoint two 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 Bain Funds, the TPG Funds and the GS Funds based on available information is approximately 100,945,127, which represents approximately 75% of the outstanding Common Stock. The share ownership reported for the Bain Funds does not include any shares owned by other parties to the Stockholders Agreement, except to the extent already disclosed in this Schedule 13G. Each of the Bain 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.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not Applicable.

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.

Bain Capital Integral Investors, LLC

By: Bain Capital Investors, LLC, its
administrative member

By: /s/ Michael Goss
Name: Michael Goss
Title: Authorized Person

Bain Capital VII Coinvestment Fund, LLC

By: Bain Capital VII Coinvestment Fund, L.P., its
sole member

By: Bain Capital Partners VII, L.P., its general
partner

By: Bain Capital Investors, LLC, its general partner

By: /s/ Michael Goss
Name: Michael Goss
Title: Managing Director

BCIP TCV, LLC

By: Bain Capital Investors, LLC, its
administrative member

By: /s/ Michael Goss
Name: Michael Goss
TITLE: Managing Director

Exhibit A Joint Filing Agreement as required by Rule 13d 1(k)(1) under the Securities Exchange Act of 1934, as amended.

AGREEMENT REGARDING THE JOINT FILING OF

SCHEDULE 13G

The undersigned hereby agree as follows:

(i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and

(ii) Each of them is responsible for the timely filing of such schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated February 14, 2007

Bain Capital Integral Investors, LLC

By: Bain Capital Investors, LLC, its administrative member

By: /s/ Michael Goss

Name: Michael Goss

Title: Authorized Person

Bain Capital VII Coinvestment Fund, LLC

By: Bain Capital VII Coinvestment Fund, L.P., its sole member

By: Bain Capital Partners VII, L.P., its general partner

By: Bain Capital Investors, LLC, its general partner

By: /s/ Michael Goss

Name: Michael Goss

Title: Managing Director

BCIP TCV, LLC

By: Bain Capital Investors, LLC, its administrative member

By: /s/ Michael Goss

Name: Michael Goss

Title: Managing Director