

Edgar Filing: Burger King Holdings Inc - Form SC 13G

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

OMB APPROVAL

OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response.....10.9

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, \$0.01 Par Value

(Title of Class of Securities)

121208201

(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)

*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 the

Edgar Filing: Burger King Holdings Inc - Form SC 13G

disclosures provided in a prior cover page.

The information required in 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).

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 1745 (3-06)

Page 1 of 52 pages

----- CUSIP No. 121208201 -----	13G

1. Name of Reporting Person. I.R.S. Identification No. of Above Person The Goldman Sachs Group, Inc.	

2. Check the Appropriate Box if a Member of a Group	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>

3. SEC Use Only	

4. Citizenship or Place of Organization: Delaware	

5. Sole Voting Power	
Number of	2,384
Shares	-----
Beneficially	6. Shared Voting Power
Owned by	32,311,681
Each	-----
Reporting	7. Sole Dispositive Power
Person	2,384

	8. Shared Dispositive Power

Edgar Filing: Burger King Holdings Inc - Form SC 13G

With:

32,311,681

9. Aggregate Amount Beneficially Owned by Each Reporting Person

32,314,065

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

24.1%

12. Type of Reporting Person:

HC-CO

Page 2 of 52 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

Goldman Sachs & Co.

2. Check the Appropriate Box if a Member of a Group

(a) []

(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization:

New York

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

Edgar Filing: Burger King Holdings Inc - Form SC 13G

Owned by 32,311,681

Each 7. Sole Dispositive Power
Reporting 0

Person 8. Shared Dispositive Power
With: 32,311,681

9. Aggregate Amount Beneficially Owned by Each Reporting Person
32,311,681

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
24.1%

12. Type of Reporting Person:
BD-PN-IA

Page 3 of 52 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
GS Capital Partners 2000, L.P.

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

Edgar Filing: Burger King Holdings Inc - Form SC 13G

5. Sole Voting Power
Number of 0
Shares -----
Beneficially 6. Shared Voting Power
Owned by 16,877,144

Each 7. Sole Dispositive Power
Reporting 0

Person 8. Shared Dispositive Power
With: 16,877,144

9. Aggregate Amount Beneficially Owned by Each Reporting Person
16,877,144

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
12.6%

12. Type of Reporting Person:
PN

Page 4 of 52 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
GS Capital Partners 2000 Offshore, L.P.

2. Check the Appropriate Box if a Member of a Group:
(a) []
(b) [X]

Edgar Filing: Burger King Holdings Inc - Form SC 13G

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

6,132,511

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

6,132,511

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,132,511

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

4.6%

12. Type of Reporting Person:

PN

Page 5 of 52 pages

CUSIP No. 121208201

13G

Edgar Filing: Burger King Holdings Inc - Form SC 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

GS Advisors 2000, L.L.C.

2. Check the Appropriate Box if a Member of a Group:

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0
Shares

Beneficially 6. Shared Voting Power
23,009,655
Owned by

Each 7. Sole Dispositive Power
0
Reporting
Person

With: 8. Shared Dispositive Power
23,009,655

9. Aggregate Amount Beneficially Owned by Each Reporting Person

23,009,655

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

17.2%

12. Type of Reporting Person:

00

Edgar Filing: Burger King Holdings Inc - Form SC 13G

Page 6 of 52 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

GS Capital Partners 2000 Employee Fund, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

5,359,077

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

5,359,077

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,359,077

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

Edgar Filing: Burger King Holdings Inc - Form SC 13G

4.0%

12. Type of Reporting Person:

PN

Page 7 of 52 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

Goldman Sachs Direct Investment Fund 2000, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

827,570

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

827,570

9. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: Burger King Holdings Inc - Form SC 13G

827,570

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.6%

12. Type of Reporting Person:

PN

Page 8 of 52 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

GS Employee Funds 2000 GP, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

6,186,647

Owned by

Each

7. Sole Dispositive Power

Edgar Filing: Burger King Holdings Inc - Form SC 13G

Reporting 0

Person -----

8. Shared Dispositive Power

With:

6,186,647

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,186,647

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

4.6%

12. Type of Reporting Person:

00

Page 9 of 52 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.

I.R.S. Identification No. of Above Person

GS Capital Partners 2000 GmbH & Co. Beteiligungs KG

2. Check the Appropriate Box if a Member of a Group

(a) []

(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization:

Germany

5. Sole Voting Power

Number of 0

Edgar Filing: Burger King Holdings Inc - Form SC 13G

Shares -----
Beneficially 6. Shared Voting Power
705,426
Owned by -----
Each 7. Sole Dispositive Power
Reporting 0
Person -----
With: 8. Shared Dispositive Power
705,426

9. Aggregate Amount Beneficially Owned by Each Reporting Person
705,426

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
0.5%

12. Type of Reporting Person:
PN

Page 10 of 52 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
Goldman, Sachs Management GP GmbH

2. Check the Appropriate Box if a Member of a Group
(a)
(b)

3. SEC Use Only

Edgar Filing: Burger King Holdings Inc - Form SC 13G

4. Citizenship or Place of Organization:

Germany

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

705,426

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

705,426

9. Aggregate Amount Beneficially Owned by Each Reporting Person

705,426

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.5%

12. Type of Reporting Person:

00

Page 11 of 52 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.

I.R.S. Identification No. of Above Person

Goldman, Sachs & Co. oHG

Edgar Filing: Burger King Holdings Inc - Form SC 13G

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Germany

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

705,426

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

705,426

9. Aggregate Amount Beneficially Owned by Each Reporting Person

705,426

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.5%

12. Type of Reporting Person:

00

Edgar Filing: Burger King Holdings Inc - Form SC 13G

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

GS Private Equity Partners 2000, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person
0

6. Shared Voting Power

959,602

7. Sole Dispositive Power

0

8. Shared Dispositive Power

With: 959,602

9. Aggregate Amount Beneficially Owned by Each Reporting Person

959,602

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.7%

12. Type of Reporting Person:

PN

Edgar Filing: Burger King Holdings Inc - Form SC 13G

Page 13 of 52 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

GS PEP 2000 Advisors, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

959,602

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

959,602

9. Aggregate Amount Beneficially Owned by Each Reporting Person

959,602

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Edgar Filing: Burger King Holdings Inc - Form SC 13G

11. Percent of Class Represented by Amount in Row (9)

0.7%

12. Type of Reporting Person:

PN

Page 14 of 52 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.

I.R.S. Identification No. of Above Person

GS Private Equity Partners 2000 Offshore Holdings, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

329,853

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

329,853

9. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: Burger King Holdings Inc - Form SC 13G

329,853

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.2%

12. Type of Reporting Person:

PN

Page 15 of 52 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.

I.R.S. Identification No. of Above Person

GS PEP 2000 Offshore Holdings Advisors, Inc.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

329,853

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Edgar Filing: Burger King Holdings Inc - Form SC 13G

Person -----
8. Shared Dispositive Power
With: 329,853

9. Aggregate Amount Beneficially Owned by Each Reporting Person
329,853

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
0.2%

12. Type of Reporting Person:
OO

Page 16 of 52 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
GS Private Equity Partners 2000-Direct Investment Fund, L.P.

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

5. Sole Voting Power
Number of 0

Shares
6. Shared Voting Power

Edgar Filing: Burger King Holdings Inc - Form SC 13G

Beneficially
Owned by 365,685

Each 7. Sole Dispositive Power
Reporting 0
Person -----
With: 8. Shared Dispositive Power
365,685

9. Aggregate Amount Beneficially Owned by Each Reporting Person
365,685

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
0.3%

12. Type of Reporting Person:
PN

Page 17 of 52 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
GS PEP 2000 Direct Investment Advisors, L.L.C.

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

Edgar Filing: Burger King Holdings Inc - Form SC 13G

5. Sole Voting Power
Number of Shares 0

6. Shared Voting Power
Beneficially Owned by Each Reporting Person 365,685

7. Sole Dispositive Power
Reporting Person 0

8. Shared Dispositive Power
With: 365,685

9. Aggregate Amount Beneficially Owned by Each Reporting Person
365,685

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
0.3%

12. Type of Reporting Person:
00

Page 18 of 52 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
Bridge Street Special Opportunities Fund 2000, L.P.

2. Check the Appropriate Box if a Member of a Group
(a)
(b)

3. SEC Use Only

Edgar Filing: Burger King Holdings Inc - Form SC 13G

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

248,271

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

With:

8. Shared Dispositive Power

248,271

9. Aggregate Amount Beneficially Owned by Each Reporting Person

248,271

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.2%

12. Type of Reporting Person

PN

Page 19 of 52 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

Edgar Filing: Burger King Holdings Inc - Form SC 13G

Bridge Street Special Opportunities Fund 2000, L.L.C.

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

	5. Sole Voting Power
Number of	0
Shares	
Beneficially	6. Shared Voting Power
Owned by	248,271
Each	7. Sole Dispositive Power
Reporting	0
Person	
With:	8. Shared Dispositive Power
	248,271

9. Aggregate Amount Beneficially Owned by Each Reporting Person
248,271

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
0.2%

12. Type of Reporting Person
00

Edgar Filing: Burger King Holdings Inc - Form SC 13G

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

Stone Street Fund 2000, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

496,542

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

496,542

9. Aggregate Amount Beneficially Owned by Each Reporting Person

496,542

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.4%

Edgar Filing: Burger King Holdings Inc - Form SC 13G

12. Type of Reporting Person:

PN

Page 21 of 52 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

Stone Street 2000, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

496,542

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

496,542

9. Aggregate Amount Beneficially Owned by Each Reporting Person

496,542

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

0.4%

12. Type of Reporting Person:

OO

Page 22 of 52 pages

Item 1(a). Name of Issuer:
Burger King Holdings, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
5505 Blue Lagoon Drive
Miami, FL 33126

Item 2(a). Name of Persons Filing:
The Goldman Sachs Group, Inc., Goldman, Sachs & Co., GS Capital Partners 2000, L.P., GS Capital Partners 2000 Offshore, L.P., GS Advisors 2000, L.L.C., GS Capital Partners 2000 GmbH & Co. Beteiligungs KG, Goldman, Sachs Management GP GmbH, Goldman, Sachs & Co. oHG, GS Capital Partners 2000 Employee Fund, L.P., Goldman Sachs Direct Investment Fund 2000, L.P., GS Employee Funds 2000 GP, L.L.C., GS Private Equity Partners 2000, L.P., GS PEP 2000 Advisors, L.L.C., GS Private Equity Partners 2000 Offshore Holdings, L.P., GS PEP 2000 Offshore Holdings Advisors, Inc., GS Private Equity Partners 2000-Direct Investment Fund, L.P., GS PEP 2000 Direct Investment Advisors, L.L.C., Bridge Street Special Opportunities Fund 2000, L.P., Bridge Street Special Opportunities Fund 2000, L.L.C., Stone Street Fund 2000, L.P. and Stone Street 2000 L.L.C.

Item 2(b). Address of Principal Business Office or, if none, Residence:
The Goldman Sachs Group, Inc., Goldman, Sachs & Co., GS Capital Partners 2000, L.P., GS Advisors 2000, L.L.C, GS Capital Partners 2000 Employee Fund, L.P., Goldman Sachs Direct Investment Fund 2000, L.P., GS Employee Funds 2000 GP, L.L.C., GS Private Equity Partners 2000, L.P., GS PEP 2000 Advisors, L.L.C., GS PEP 2000 Offshore Holdings Advisors, Inc., GS Private Equity Partners 2000-Direct Investment Fund, L.P., GS PEP 2000 Direct Investment Advisors, L.L.C., Bridge Street Special Opportunities Fund 2000, L.P., Bridge Street Special Opportunities Fund 2000, L.L.C., Stone Street Fund 2000, L.P. and Stone Street 2000, L.L.C.:
85 Broad Street, New York, NY 10004

GS Capital Partners 2000 Offshore, L.P. and GS Private Equity Partners 2000 Offshore Holdings, L.P.:
c/o M&C Corporate Services Ltd., P.O. Box 309, Grand Cayman,

Edgar Filing: Burger King Holdings Inc - Form SC 13G

Cayman Islands

GS Capital Partners 2000 GmbH & Co. Beteiligungs KG, Goldman, Sachs Management GP GmbH and Goldman, Sachs & Co. oHG: MesseTurm, 60308 Frankfurt am Main, Germany

Item 2(c).

Citizenship:

The Goldman Sachs Group, Inc. - Delaware
Goldman, Sachs & Co. - New York
GS Capital Partners 2000, L.P. - Delaware
GS Capital Partners 2000 Offshore, L.P. - Cayman Islands
GS Advisors 2000, L.L.C. - Delaware
GS Capital Partners 2000 GmbH & Co. Beteiligungs KG - Germany
Goldman, Sachs Management GP GmbH - Germany
Goldman, Sachs & Co. oHG - Germany
GS Capital Partners 2000 Employee Fund, L.P. - Delaware
Goldman Sachs Direct Investment Fund 2000, L.P. - Delaware
GS Employee Funds 2000 GP, L.L.C. - Delaware
GS Private Equity Partners 2000, L.P. - Delaware
GS PEP 2000 Advisors, L.L.C. - Delaware
GS Private Equity Partners 2000 Offshore Holdings, L.P. - Cayman Islands
GS PEP 2000 Offshore Holdings Advisors, Inc. - Delaware
GS Private Equity Partners 2000-Direct Investment Fund, L.P. - Delaware
GS PEP 2000 Direct Investment Advisors, L.L.C. - Delaware
Bridge Street Special Opportunities Fund 2000, L.P. - Delaware
Bridge Street Special Opportunities Fund 2000, L.L.C. - Delaware
Stone Street Fund 2000, L.P. - Delaware
Stone Street 2000, L.L.C. - Delaware

Page 23 of 52 pages

Item 2(d).

Title of Class of Securities:
Common Stock, \$0.01 par value

Item 2(e).

CUSIP Number:
121208201

Item 3.

Not applicable. This Schedule 13G is filed pursuant to Rule 13d-1(d).

Item 4.

Ownership. *

- (a). Amount beneficially owned:
See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:
See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
 - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
 - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
 - (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).

Edgar Filing: Burger King Holdings Inc - Form SC 13G

- (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).
- 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.
See Exhibit (99.2)
- Item 8. Identification and Classification of Members of the Group.
See Exhibit (99.3)
- Item 9. Notice of Dissolution of Group.
Not Applicable
- Item 10. Certification.
Not Applicable

* In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion, or both and (ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

Page 24 of 52 pages

SIGNATURE

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.

Date: February 14, 2007

THE GOLDMAN SACHS GROUP, INC.

GOLDMAN, SACHS & CO.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Edgar Filing: Burger King Holdings Inc - Form SC 13G

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000, L.P.

GS CAPITAL PARTNERS 2000 OFFSHORE,
L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS ADVISORS 2000, L.L.C.

GS CAPITAL PARTNERS 2000 GMBH & CO.
BETEILIGUNGS KG

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

GOLDMAN, SACHS & CO. OHG

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 EMPLOYEE
FUND, L.P.

GOLDMAN SACHS DIRECT INVESTMENT FUND
2000, L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS EMPLOYEE FUNDS 2000 GP, L.L.C.

GS PRIVATE EQUITY PARTNERS 2000, L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PEP 2000 ADVISORS, L.L.C.

GS PRIVATE EQUITY PARTNERS 2000
OFFSHORE HOLDINGS, L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

Edgar Filing: Burger King Holdings Inc - Form SC 13G

SIGNATURE (continued)

GS PEP 2000 OFFSHORE HOLDINGS
ADVISORS, INC.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PRIVATE EQUITY PARTNERS 2000 DIRECT
INVESTMENT FUND, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PEP 2000 DIRECT INVESTMENT
ADVISORS, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

BRIDGE STREET SPECIAL OPPORTUNITIES
FUND 2000, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

BRIDGE STREET SPECIAL OPPORTUNITIES
FUND 2000, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

STONE STREET FUND 2000, L.P.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

STONE STREET FUND 2000, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Page 26 of 52 pages

INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
99.1	Joint Filing Agreement, dated February 14, 2007
99.2	Item 7 Information
99.3	Item 8 Information
99.4	Power of Attorney, dated as of December 19, 2006, relating to The Goldman Sachs Group, Inc.
99.5	Power of Attorney, dated as of December 19, 2006, relating to Goldman, Sachs & Co.
99.6	Power of Attorney, dated as of February 7, 2007, relating to

Edgar Filing: Burger King Holdings Inc - Form SC 13G

- GS Capital Partners 2000, L.P.
- 99.7 Power of Attorney, dated as of February 7, 2007, relating to GS Capital Partners 2000 Offshore, L.P.
- 99.8 Power of Attorney, dated as of February 12, 2007, relating to GS Advisors 2000, L.L.C.
- 99.9 Power of Attorney, dated as of February 8, 2007, relating to GS Capital Partners 2000 GmbH & Co. Beteiligungs KG
- 99.10 Power of Attorney, dated as of February 12, 2007, relating to Goldman, Sachs Management GP GmbH
- 99.11 Power of Attorney, dated as of February 12, 2007, relating to Goldman, Sachs & Co. oHG
- 99.12 Power of Attorney, dated as of February 7, 2007, relating to GS Capital Partners 2000 Employee Fund, L.P.
- 99.13 Power of Attorney, dated as of February 8, 2007, relating to Goldman Sachs Direct Investment Fund 2000, L.P.
- 99.14 Power of Attorney, dated as of February 8, 2007, relating to GS Employee Funds 2000 GP, L.L.C.
- 99.15 Power of Attorney, dated as of February 7, 2007, relating to GS Private Equity Partners 2000 L.P.
- 99.16 Power of Attorney, dated as of February 12, 2007, relating to GS PEP 2000 Advisors, L.L.C.
- 99.17 Power of Attorney, dated as of February 12, 2007, relating to GS Private Equity Partners 2000 Offshore Holdings, L.P.
- 99.18 Power of Attorney, dated as of February 12, 2007, relating to GS PEP 2000 Offshore Holdings Advisors, Inc.
- 99.19 Power of Attorney, dated as of February 12, 2007, relating to GS Private Equity Partners 2000-Direct Investment Fund, L.P.
- 99.20 Power of Attorney, dated as of February 12, 2007, relating to GS PEP 2000 Direct Investment Advisors, L.L.C.
- 99.21 Power of Attorney, dated as of February 8, 2007, relating to Bridge Street Special Opportunities Fund 2000, L.P.
- 99.22 Power of Attorney, dated as of February 8, 2007, relating to Bridge Street Special Opportunities Fund 2000, L.L.C.
- 99.23 Power of Attorney, dated as of February 7, 2007, relating to Stone Street Fund 2000, L.P.
- 99.24 Power of Attorney, dated as of February 7, 2007, relating to Stone Street Fund 2000, L.L.C.

Edgar Filing: Burger King Holdings Inc - Form SC 13G

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, par value \$0.01 per share, of Burger King Holdings, Inc. and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: February 14, 2007

THE GOLDMAN SACHS GROUP, INC.

GOLDMAN, SACHS & CO.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000, L.P.

GS CAPITAL PARTNERS 2000 OFFSHORE,
L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS ADVISORS 2000, L.L.C.

GS CAPITAL PARTNERS 2000 GMBH & CO.
BETEILIGUNGS KG

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

GOLDMAN, SACHS & CO. OHG

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 EMPLOYEE
FUND, L.P.

GOLDMAN SACHS DIRECT INVESTMENT FUND
2000, L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS EMPLOYEE FUNDS 2000 GP, L.L.C.

GS PRIVATE EQUITY PARTNERS 2000, L.P.

Edgar Filing: Burger King Holdings Inc - Form SC 13G

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

Page 28 of 52 pages

JOINT FILING AGREEMENT (continued)

GS PEP 2000 ADVISORS, L.L.C.

GS PRIVATE EQUITY PARTNERS 2000
OFFSHORE HOLDINGS, L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PEP 2000 OFFSHORE HOLDINGS
ADVISORS, INC.

GS PRIVATE EQUITY PARTNERS 2000 DIRECT
INVESTMENT FUND, L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PEP 2000 DIRECT INVESTMENT
ADVISORS, L.L.C.

BRIDGE STREET SPECIAL OPPORTUNITIES
FUND 2000, L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

BRIDGE STREET SPECIAL OPPORTUNITIES
FUND 2000, L.L.C.

STONE STREET FUND 2000, L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

STONE STREET FUND 2000, L.L.C.

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Page 29 of 52 pages

EXHIBIT (99.2)

ITEM 7 INFORMATION

The securities being reported on by The Goldman Sachs Group, Inc. ("GS Group"), as a parent holding company, are owned by GS Capital Partners 2000, L.P., GS Capital Partners 2000 Employee Fund, L.P., Goldman Sachs Direct Investment Fund 2000, L.P., GS Private Equity Partners 2000, L.P., GS Private Equity Partners 2000-Direct Investment Fund, L.P., Bridge Street Special Opportunities Fund 2000, L.P. and Stone Street Fund 2000, L.P., each a Delaware limited partnership, GS Capital Partners 2000 Offshore, L.P. and GS Private Equity Partners 2000 Offshore Holdings, L.P., each a Cayman Islands exempted limited partnership, and GS Capital Partners 2000 GmbH & Co. Beteiligungs KG, a German civil law partnership with limitation of liability (collectively, the "Investing Entities"), or are owned, or may be deemed to be beneficially owned, by Goldman, Sachs & Co. ("Goldman Sachs"), a broker or dealer registered under Section 15 of the Act and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. The general partner, managing general partner or other manager of each of the Investing Entities is an affiliate of GS Group. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Investing Entities.

Page 30 of 52 pages

EXHIBIT (99.3)

ITEM 8 INFORMATION

Each of 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. and GS Private Equity Partners 2000-Direct Investment Fund, L.P. (collectively, the "GS 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 (the "TPG Fund"), the GS Funds and Bain Capital Integral Investors, LLC, Bain Capital VII Coinvestment Fund, LLC and BCIP TCV, LLC (collectively the "Bain Funds" and together with the GS Funds and the TPG Fund, the "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

Edgar Filing: Burger King Holdings Inc - Form SC 13G

investors with respect to certain change of control transactions. The aggregate number of shares of Common Stock beneficially owned collectively by the GS Funds, the Bain Funds and the TPG Fund based on available information is approximately 100,945,127, which represents approximately 75% of the outstanding Common Stock. The share ownership reported for the GS Funds does not include any shares owned by the other parties to the Stockholders Agreement, except to the extent already disclosed in this Schedule 13G. Each of the GS 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.

Page 31 of 52 pages

EXHIBIT (99.4)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 19, 2006.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Gregory K. Palm

GREGORY K. PALM
Executive Vice President and General Counsel

Page 32 of 52 pages

EXHIBIT (99.5)

Edgar Filing: Burger King Holdings Inc - Form SC 13G

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 19, 2006.

GOLDMAN, SACHS & CO.

By: /s/ Gregory K. Palm

GREGORY K. PALM
Managing Director

Page 33 of 52 pages

EXHIBIT (99.6)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or

Edgar Filing: Burger King Holdings Inc - Form SC 13G

persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 7, 2007.

GS CAPITAL PARTNERS 2000, L.P.

By: GS Advisors 2000, L.L.C.

By: /s/ John E. Bowman

JOHN E. BOWMAN, Vice President

Page 34 of 52 pages

EXHIBIT (99.7)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000 OFFSHORE, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 7, 2007.

GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.

By: GS Advisors 2000, L.L.C.

By: /s/ John E. Bowman

JOHN E. BOWMAN, Vice President

Page 35 of 52 pages

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS ADVISORS 2000, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GS ADVISORS 2000, L.L.C.

By: /s/ John E. Bowman

JOHN E. BOWMAN, Vice President

Page 36 of 52 pages

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either

Edgar Filing: Burger King Holdings Inc - Form SC 13G

revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2007.

GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG

By: Goldman Sachs Management GP GmbH

By: /s/ John E. Bowman

JOHN E. BOWMAN, Managing Director

Page 37 of 52 pages

EXHIBIT (99.10)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS MANAGEMENT GP GMBH (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GOLDMAN, SACHS MANAGEMENT GP GMBH

By: /s/ John E. Bowman

JOHN E. BOWMAN, Managing Director

Page 38 of 52 pages

Edgar Filing: Burger King Holdings Inc - Form SC 13G

EXHIBIT (99.11)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. oHG (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of March 28, 2000.

GOLDMAN, SACHS & CO. oHG

By: /s/ Andreas Koernlein

Name: Andreas Koernlein
Title: Executive Director

By: /s/ Sabine Mock

Name: Sabine Mock
Title: Executive Director

Page 39 of 52 pages

EXHIBIT (99.12)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either

Edgar Filing: Burger King Holdings Inc - Form SC 13G

revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 7, 2007.

GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P.

By: GS Employee Funds 2000 GP, L.L.C.

By: /s/ John E. Bowman

JOHN E. BOWMAN, Vice President

Page 40 of 52 pages

EXHIBIT (99.13)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS DIRECT INVESTMENT FUND 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2007.

GOLDMAN SACHS DIRECT INVESTMENT FUND 2000, L.P.

By: GS Employee Funds 2000 GP, L.L.C.

By: /s/ Kaca B. Enquist

KACA B. ENQUIST, Vice President

EXHIBIT (99.14)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS EMPLOYEE FUNDS 2000 GP, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2007.

GS EMPLOYEE FUNDS 2000 GP, L.L.C.

By: /s/ John E. Bowman

JOHN E. BOWMAN, Vice President

EXHIBIT (99.15)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS PRIVATE EQUITY PARTNERS 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said

Edgar Filing: Burger King Holdings Inc - Form SC 13G

attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 7, 2007.

GS PRIVATE EQUITY PARTNERS 2000, L.P.

By: GS PEP 2000 Advisors, L.L.C., its general partner

/s/ Jennifer Barbetta

Name: Jennifer Barbetta
Title: Vice President

Page 43 of 52 pages

EXHIBIT (99.16)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS PEP ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GS PEP ADVISORS, L.L.C.

/s/ Jennifer Barbetta

Name: Jennifer Barbetta
Title: Vice President

EXHIBIT (99.17)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS PRIVATE EQUITY PARTNERS 2000 OFFSHORE HOLDINGS, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GS PRIVATE EQUITY PARTNERS 2000 OFFSHORE HOLDINGS, L.P.

By: GS PEP 2000 Offshore Holdings Advisors, Inc., its general partner

/s/ Jennifer Barbetta

Name: Jennifer Barbetta
Title: Vice President

EXHIBIT (99.18)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS PEP 2000 OFFSHORE HOLDINGS ADVISORS, INC. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be

Edgar Filing: Burger King Holdings Inc - Form SC 13G

made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GS PEP 2000 OFFSHORE HOLDINGS ADVISORS, INC.

/s/ Jennifer Barbetta

Name: Jennifer Barbetta
Title: Vice President

Page 46 of 52 pages

EXHIBIT (99.19)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS PRIVATE EQUITY PARTNERS 2000 - Direct Investment Fund, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GS PRIVATE EQUITY PARTNERS 2000-Direct Investment Fund, L.P.

Edgar Filing: Burger King Holdings Inc - Form SC 13G

By: GS PEP 2000 Direct Investment Advisors L.L.C., its general partner

/s/ Jennifer Barbetta

Name: Jennifer Barbetta
Title: Vice President

Page 47 of 52 pages

EXHIBIT (99.20)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS PEP 2000 DIRECT INVESTMENT ADVISORS L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act", with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 12, 2007.

GS PEP 2000 DIRECT INVESTMENT ADVISORS L.L.C.

/s/ Jennifer Barbetta

Name: Jennifer Barbetta
Title: Vice President

Page 48 of 52 pages

EXHIBIT (99.21)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that BRIDGE STREET SPECIAL OPPORTUNITIES

Edgar Filing: Burger King Holdings Inc - Form SC 13G

FUND 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2007.

BRIDGE STREET SPECIAL OPPORTUNITIES FUND 2000, L.P.
By: Bridge Street Special Opportunities Fund 2000, L.L.C.

/s/ Kaca B. Enquist

KACA B. ENQUIST
Vice President and Secretary

Page 49 of 52 pages

EXHIBIT (99.22)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that BRIDGE STREET SPECIAL OPPORTUNITIES FUND 2000, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an

Edgar Filing: Burger King Holdings Inc - Form SC 13G

employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2007.

BRIDGE STREET SPECIAL OPPORTUNITIES Fund 2000, L.L.C.

/s/ Kaca B. Enquist

KACA B. ENQUIST
Vice President and Secretary

Page 50 of 52 pages

EXHIBIT (99.23)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET FUND 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 7, 2007.

STONE STREET FUND 2000, L.P.

By: Stone Street 2000, L.L.C.

By: /s/ Kaca B. Enquist

Name: Kaca B. Enquist
Title: Vice President

Page 51 of 52 pages

EXHIBIT (99.24)

Edgar Filing: Burger King Holdings Inc - Form SC 13G

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET FUND 2000, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher and Lauren LoFaro, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2007.

STONE STREET FUND 2000, L.L.C.

/s/ Kaca B. Enquist

By: _____

KACA B. ENQUIST, Vice President