

GS CAPITAL PARTNERS 2000 GMBH & CO BETEILIGUNGS KG
 Form 4
 October 19, 2010

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 *
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)
 200 WEST STREET,
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/15/2010

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10282

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

(City) (State) (Zip)

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	10/15/2010		U	13,918,649 (4) (5) (6)	D \$ 24 27,998	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.

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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
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS 2000 LP 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS 2000 OFFSHORE LP 200 WEST STREET NEW YORK, NY 10282		X		
GS CAPITAL PARTNERS 2000 GMBH & CO BETEILIGUNGS KG PETERBOROUGH COURT 133 FLEET STREET LONDON EC4A 2BB, X0		X		
GS CAPITAL PARTNERS 2000 EMPLOYEE FUND LP 200 WEST STREET NEW YORK, NY 10282		X		
Bridge Street Special Opportunities Fund 2000, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
STONE STREET FUND 2000 LP 200 WEST STREET NEW YORK, NY 10282		X		
		X		

GOLDMAN SACHS DIRECT INVESTMENT FUND 2000 LP
 200 WEST STREET
 NEW YORK, NY 10282

GS Private Equity Partners 2000, L.P.
 200 WEST STREET
 NEW YORK, NY 10282

X

Signatures

/s/ Yvette Kotic, 10/19/2010
 Attorney-in-fact

__Signature of Reporting Person Date

/s/ Yvette Kotic, 10/19/2010
 Attorney-in-fact

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/s/ Yvette Kotic, 10/19/2010
 Attorney-in-fact

__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. (2) ("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").

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

Pursuant to the tender offer by Blue Acquisition Sub, Inc. (the "Tender Offer"), an entity controlled by 3G Special Situations Fund II, L.P., for all shares of common stock, par value \$0.01 per share (the "Common Stock"), of Burger King Holdings, Inc. (the "Company"), (4) Goldman Sachs tendered and Blue Acquisition Sub, Inc. accepted for payment 10,100 shares of Common Stock that were beneficially owned directly by Goldman Sachs and may be deemed to have been beneficially owned indirectly by GS Group.

Pursuant to the Tender Offer, 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, tendered and Blue Acquisition Sub, Inc. accepted for (5) payment 13,900,225 shares of Common Stock that may be deemed to have been beneficially owned indirectly by GS Group and Goldman Sachs. Goldman Sachs is the investment manager of certain of the Limited Partnerships.

Pursuant to the Tender Offer, GS Group tendered and Blue Acquisition Sub, Inc. accepted for payment 8,324 shares that were granted to (6) Adrian M. Jones, a managing director of Goldman Sachs who, at the time of the grants, was a director of the Company. Adrian M. Jones has an understanding with GS Group pursuant to which such shares are held for the benefit of GS Group.

GS Group may be deemed to beneficially own 24,478 shares of Common Stock that were granted to Sanjeev K. Mehra, a managing director of Goldman Sachs and a director of the Company, pursuant to certain deferred stock awards under the 2006 Omnibus Incentive (7) Plan. Sanjeev K. Mehra has an understanding with GS Group pursuant to which such deferred shares are held for the benefit of GS Group. The deferred shares settle upon termination of board service. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Goldman Sachs Execution & Clearing, L.P. ("GSEC") beneficially owns directly, and GS Group may be deemed to beneficially own (8) indirectly, 3,520 shares of Common Stock. GSEC is a wholly-owned subsidiary of GS Group. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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