

BAIN CAPITAL VII COINVESTMENT FUND LLC
 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 *
BAIN CAPITAL INVESTORS LLC

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)
 111 HUNTINGTON AVENUE,
 (Street)

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

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

BOSTON, MA 02199
 (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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, Par Value \$0.01	10/15/2010		U		13,581,276	D	\$ 24 0
						I	

See Footnotes (1) (2) (3)

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
				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
BAIN CAPITAL INVESTORS LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BAIN CAPITAL PARTNERS VII LP 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BAIN CAPITAL VII COINVESTMENT FUND LP 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BAIN CAPITAL VII COINVESTMENT FUND LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
Bain Capital Integral Investors, LLC C/O BAIN CAPITAL INVESTORS, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BCIP TCV, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		

Signatures

/s/ Bain Capital Investors, LLC by Stephen Pagliuca, Managing Director 10/19/2010

**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).

Because Bain Capital Investors, LLC ("BCI") is the administrative member of Bain Capital Integral Investors, LLC ("Integral Investors"), BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Integral Investors. BCI

(1) disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. In connection with the Merger, Integral Investors tendered 10,403,858 shares of Common Stock. Following such tender offer, Integral Investors held zero shares of Common Stock.

Because BCI is the sole general partner of Bain Capital Partners VII, L.P. ("BCP"), which is the sole general partner of Bain Capital VII Coinvestment Fund, L.P. ("Coinvestment Fund VII, L.P."), which is the managing and sole member of Bain Capital Fund VII Coinvestment Fund, LLC ("Coinvestment Fund VII, LLC"), each of BCI, BCP and Coinvestment Fund VII, L.P. may be deemed to share

(2) voting and dispositive power with respect to the shares of Common Stock held by Coinvestment Fund VII, LLC. Each of BCI, BCP and Coinvestment Fund VII, L.P. disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. In connection with the Merger, Coinvestment Fund VII, LLC tendered 3,117,905 shares of Common Stock. Following such tender offer, Coinvestment Fund VII, LLC held zero shares of Common Stock.

Because BCI is the administrative member of BCIP TCV, LLC ("BCIP TCV"), BCI may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by BCIP TCV. BCI disclaims beneficial ownership of such securities except to

(3) the extent of its pecuniary interest therein. In connection with the Meger, BCIP TCV tendered 59,513 shares of Common Stock in the Offering. Following such sale, BCIP TCV held zero shares of Common Stock.

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

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