

Burger King Holdings Inc  
 Form 3  
 May 17, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
GOLDMAN SACHS GROUP INC/			(Month/Day/Year)	Burger King Holdings Inc [BKC]	
(Last)	(First)	(Middle)	05/17/2006		
85 BROAD ST,Â			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10004			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	33,501,681	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004	^	^ X	^	^
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004	^	^ X	^	^
GS CAPITAL PARTNERS 2000 LP 85 BROAD ST NEW YORK, NY 10004	^	^ X	^	^
GS CAPITAL PARTNERS 2000 OFFSHORE LP MESSE TURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000	^	^ X	^	^
GS CAPITAL PARTNERS 2000 GMBH & CO BETEILIGUNGS KG MESSE TURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000	^	^ X	^	^
GS CAPITAL PARTNERS 2000 EMPLOYEE FUND LP 85 BROAD ST NEW YORK, NY 10004	^	^ X	^	^
STONE STREET FUND 2000 LP 85 BROAD ST NEW YORK, NY 10004	^	^ X	^	^
GOLDMAN SACHS DIRECT INVESTMENT FUND 2000 LP 85 BROAD ST NEW YORK, NY 10004	^	^ X	^	^
Bridge Street Special Opportunities Fund 2000, LLC 85 BROAD STREET NEW YORK, NY 10004	^	^ X	^	^
Bridge Street Special Opportunities Fund 2000, L.P. 85 BROAD STREET NEW YORK, NY 10004	^	^ X	^	^

## Signatures

/s/ Yvette Kusic,  
Attorney-in-fact

05/17/2006

\*\*Signature of Reporting Person

Date

/s/ Yvette Kusic,  
Attorney-in-fact 05/17/2006

\_\_Signature of Reporting Person Date

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Attorney-in-fact 05/17/2006

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Attorney-in-fact 05/17/2006

\_\_Signature of Reporting Person Date

/s/ Yvette Kusic,  
Attorney-in-fact 05/17/2006

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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 2000, L.L.C. ("Bridge SO 2000 LLC"), Stone Street 2000, L.L.C. ("Stone 2000 GP"), GS Employee Funds 2000 GP, L.L.C. ("GS Employee 2000 LLC"), GS PEP 2000 Advisors, L.L.C. ("PEP 2000 LLC"), GS PEP 2000 Offshore Holdings Advisors, Inc. ("PEP 2000 Offshore Inc."), GS PEP 2000 Direct Investment Advisors, L.L.C. ("PEP Direct LLC", and together with the Limited Partnerships, GS Group, Goldman Sachs, GS Advisors 2000, GS GmbH, Stone 2000 GP, GS Employee 2000 LLC, PEP 2000 LLC, PEP 2000 Offshore Inc., the "Reporting Persons").

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

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(4) Goldman Sachs and GS Group may be deemed to beneficially own indirectly, in the aggregate, 33,501,681 shares of Burger King Holdings, Inc. (the "Company") common stock, par value \$0.01 per share ("Common Stock") through the Limited Partnerships, of which affiliates of Goldman Sachs and GS Group are the general partner, managing general partner, managing partner, managing member or member. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Limited Partnerships. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(5) GSCP 2000 beneficially owns directly and its general partner, GS Advisors 2000 may be deemed to beneficially own indirectly 17,504,126 shares of Common Stock. GSCP 2000 Offshore beneficially owns directly and its general partner, GS Advisors 2000 may be deemed to beneficially own indirectly 6,360,332 shares of Common Stock. GSCP Germany 2000 beneficially owns directly and its general partner GS GmbH may be deemed to beneficially own indirectly 731,633 shares of Common Stock. GSCP Employee 2000 beneficially owns directly and its general partner GS Employee 2000 LLC may be deemed to beneficially own indirectly 5,558,166 shares of Common Stock. Bridge SO 2000 beneficially owns directly and its general partner Bridge SO 2000 LLC may be deemed to beneficially own indirectly 257,494 shares of Common Stock.

(6) Stone 2000 beneficially owns directly and its general partner Stone 2000 GP may be deemed to beneficially own indirectly 514,988 shares of Common Stock. GS Direct 2000 beneficially owns directly and its general partner GS Employee 2000 LLC may be deemed to beneficially own indirectly 858,314 shares of Common Stock. PEP 2000 LP beneficially owns directly and its general partner PEP 2000 LLC may be deemed to beneficially own indirectly 995,251 shares of Common Stock. PEP 2000 Offshore LP beneficially owns directly and its general partner PEP 2000 Offshore Inc. may be deemed to beneficially own indirectly 342,107 shares of Common Stock. PEP Direct beneficially owns directly and its general partner PEP Direct LLC may be deemed to beneficially own indirectly 379,270 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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