

Burger King Holdings Inc  
Form SC 13G/A  
February 14, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 3)\*

Under the Securities Exchange Act of 1934

Burger King Holdings, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 Per Share  
(Titles of Class of Securities)

121208201  
(CUSIP Number)

December 31, 2010  
(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 of a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required 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 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).

CUSIP No. 121208201

13G

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
TPG Advisors III, 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  
SHARES 6 - 0 -  
BENEFICIALLY SHARED VOTING POWER

OWNED BY  
EACH 7 - 0 -  
REPORTING SOLE DISPOSITIVE POWER

PERSON  
WITH: 8 - 0 -  
SHARED DISPOSITIVE POWER

- 0 -

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0% (1)

12 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) Based on a total of 136,505,958 shares of Common Stock outstanding as of September 30, 2010 as reported on the Issuer's Form 10Q filed November 9, 2010.

CUSIP No. 121208201

13G

1 NAME OF REPORTING PERSON  
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
 David Bonderman  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a) ☐  
 (b) ☐  
 3 SEC USE ONLY  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5

SOLE VOTING POWER

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH:

6

- 0 -

SHARED VOTING POWER

7

- 0 -

SOLE DISPOSITIVE POWER

8

- 0 -

SHARED DISPOSITIVE POWER

- 0 -

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0% (2)

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(2) Based on a total of 136,505,958 shares of Common Stock outstanding as of September 30, 2010 as reported on the Issuer's Form 10Q filed November 9, 2010.

	CUSIP No. 121208201	13G
1	NAME OF REPORTING PERSON	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)	
	James G. Coulter	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) <input type="radio"/>	
	(b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	5	SOLE VOTING POWER
	NUMBER OF	- 0 -
	SHARES	6 SHARED VOTING POWER
	BENEFICIALLY	
	OWNED BY	- 0 -
	EACH	7 SOLE DISPOSITIVE POWER
	REPORTING	
	PERSON	- 0 -
	WITH:	8 SHARED DISPOSITIVE POWER
		- 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	0.0% (3)	
12	TYPE OF REPORTING PERSON*	
	IN	
	*SEE INSTRUCTIONS BEFORE FILLING OUT	

(3) Based on a total of 136,505,958 shares of Common Stock outstanding as of September 30, 2010 as reported on the Issuer's Form 10Q filed November 9, 2010.

Item Name of Issuer:

1(a).

Burger King Holdings, Inc. (the "Issuer")

Item Address of Issuer's Principal Executive Offices:

1(b).

5505 Blue Lagoon Drive, Miami, Florida 33126

Item Name of Person Filing:

2(a).

This Amendment No. 3 ("Amendment No. 3") to Schedule 13G (as filed on February 14, 2007, and amended by Amendment No. 1 dated February 14, 2008, and Amendment No. 2 dated February 13, 2009, the "Schedule 13G") is being filed jointly on behalf of TPG Advisors III, Inc., a Delaware corporation ("TPG Advisors III"), David Bonderman and James G. Coulter (each a "Reporting Person" and, together, the "Reporting Persons"), pursuant to an Agreement of Joint Filing incorporated by reference herein in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

TPG Advisors III, Inc., a Delaware corporation ("TPG Advisors III"), is the general partner of TPG GenPar III, L.P., a Delaware limited partnership, which in turn is the sole general partner of TPG Partners III, L.P., a Delaware limited partnership, which in turn is the managing member of TPG BK Holdco, LLC (the "TPG Fund"), which directly owned the shares of Common Stock of the Issuer (the "Shares") reported herein. Because of TPG Advisors III's relationship to TPG Fund, TPG Advisors III may be deemed to have beneficially owned the Shares.

David Bonderman and James G. Coulter are officers, directors and sole shareholders of TPG Advisors III and therefore may be deemed to have beneficially owned the Shares.

Item Address of Principal Business Office or, if none, Residence:

2(b).

The principal business address of each of the Reporting Persons is as follows:

c/o TPG Capital, L.P.  
301 Commerce Street, Suite 3300  
Forth Worth, Texas 76102

Item Citizenship:

2(c).

See response to Item 4 of each of the cover pages.

Item Titles of Classes of Securities:

2(d).

Common Stock, par value \$0.01 per share ("Common Stock")

Item CUSIP Number:  
2(e).

121208201

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Item If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b)

3. or (c), Check Whether the Person Filing is a(n):

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act.
- (b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) ☐ Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) ☐ Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) ☐ Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) ☐ Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) ☐ Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) ☐ A non-U.S. institution in accordance with § 240. 13d-1(b)(1)(ii)(J);
- (k) ☐ Group in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240. 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

Item 4. Ownership

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

See responses to Item 7 on each cover page.

(iv)

Shared power to dispose or to direct the disposition of:  
See responses to Item 8 on each cover page.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

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 response to Item 2(a) above.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item Certification.  
10.

Not Applicable.

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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.

Dated: February 14, 2011

TPG Advisors III, Inc.

By: /s/ Ronald Cami

Name: Ronald Cami

Title: Vice President

David Bonderman

By: /s/ Ronald Cami

Name: Ronald Cami, on behalf of David Bonderman (4)

James G. Coulter

By: /s/ Ronald Cami

Name: Ronald Cami, on behalf of James G. Coulter (5)

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(4) Ronald Cami is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated July 1, 2010, which was previously filed with the Securities and Exchange Commission ("Commission") as an exhibit to a Form 13D filed by Mr. Bonderman on July 26, 2010.

(5) Ronald Cami is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated July 1, 2010, which was previously filed with the Commission as an exhibit to a Form 13D filed by Mr. Coulter on July 26, 2010.

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Exhibit Index

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.\*

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\* Incorporated herein by reference to the Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011, which was previously filed with the Commission as Exhibit 1 to the Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011.

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