

Burger King Holdings Inc
Form S-8 POS
March 22, 2011

As filed with the Securities and Exchange Commission on March 22, 2011

File No. 333-138160

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

BURGER KING HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

75-3095469

(I.R.S. Employer
Identification No.)

**5505 Blue Lagoon Drive
Miami, Florida 33126**

(Address of Principal Executive Offices)

33126

(Zip Code)

**BURGER KING HOLDINGS, INC. EQUITY INCENTIVE PLAN
BURGER KING HOLDINGS, INC. 2006 OMNIBUS INCENTIVE PLAN**

(Full title of the plan)

Anne Chwat, Esq.

General Counsel

Burger King Holdings, Inc.

5505 Blue Lagoon Drive

Miami, Florida 33126

(Name and address of agent for service)

Telephone: (305) 378-3000

(Telephone number, including area code, of agent for service)

Copies to:

Kara L. MacCullough, Esq.

Holland & Knight LLP

701 Brickell Avenue

Miami, FL 33131

Telephone: (305) 374-8500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting

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company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated Filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller
reporting company)

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (the Amendment), relates to the Registration Statement on Form S-8 (the Registration Statement), File No. 333-138160, of Burger King Holdings, Inc. (the Company), filed with the Securities and Exchange Commission on October 23, 2006. The Registration Statement pertains to the registration of an aggregate of 17,275,639 shares of the Company s common stock, \$0.01 par value per share (the Shares), issuable under the Burger King Holdings, Inc. Equity Incentive Plan and the Burger King Holdings, Inc. 2006 Omnibus Incentive Plan. The Company has filed this Amendment to withdraw and remove from registration the Company s unissued and unsold Shares issuable pursuant to the Registration Statement.

On October 19, 2010, pursuant to the Agreement and Plan of Merger, dated as of September 2, 2010, among the Company, Burger King Worldwide Holdings, Inc. (formerly known as Blue Acquisition Holding Corporation), a Delaware corporation (Parent), and Blue Acquisition Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (Sub), Sub merged with and into the Company, with the Company continuing as the surviving corporation (the Merger).

As a result of the Merger, the offerings of the Company s Shares pursuant to the Registration Statement have been terminated. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities of the Company which remain unsold at the termination of the offerings, the Company files this Amendment to terminate the effectiveness of the Registration Statement and to remove from registration all of the Shares registered but unsold under the Registration Statement as of the date hereof, if any.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Post-Effective Amendment No. 1 to Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on the 22 day of March, 2011.

BURGER KING HOLDINGS, INC.

By: /s/ Bernardo Hees
 Name: Bernardo Hees
 Title: Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Bernardo Hees Bernardo Hees	Chief Executive Officer and Director	March 22, 2011
/s/ Daniel Schwartz Daniel Schwartz	Chief Financial Officer (Principal Financial Officer)	March 22, 2011
/s/ David Chojnowski David Chojnowski	SVP, Chief Accounting Officer (Principal Accounting Officer)	March 22, 2011
/s/ Alexandre Behring Alexandre Behring	Co-Chairman of the Board of Directors	March 22, 2011
/s/ John W. Chidsey John W. Chidsey	Co-Chairman of the Board of Directors	March 22, 2011
/s/ Paul J. Fribourg Paul J. Fribourg	Director	March 22, 2011
/s/ Peter Harf Peter Harf	Director	March 22, 2011
/s/ Marcel Herrmann Telles Marcel Herrmann Telles	Director	March 22, 2011

/s/ Carlos Alberto Sicupira

Director

March 22, 2011

Carlos Alberto Sicupira