

**AFC ENTERPRISES INC**  
Filed by  
**CHILTON INVESTMENT CO LLC**

**FORM SC 13G/A**  
(Amended Statement of Ownership)

Filed 02/13/09

Address	5555 GLENRIDGE CONNECTOR, NE, SUITE 300 ATLANTA, GA 30342
Telephone	4044594450
CIK	0001041379
Symbol	AFCE
SIC Code	5812 - Eating Places
Industry	Restaurants
Sector	Services
Fiscal Year	12/30

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

**SCHEDULE 13G**  
**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 5)\***

AFC ENTERPRISES, INC.  
(Name of Issuer)

Common Stock, \$.01 par value per share  
(Title of Class of Securities)

00104Q107  
(CUSIP Number)

December 31, 2008  
(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 for 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 the 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).

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Chilton Investment Company, LLC 87-0742367	
2	CHECK THE APPROPRIATE IF A MEMBER OF A GROUP (See Instructions) <div style="text-align: right;">           (a) <input type="checkbox"/>            (b) <input checked="" type="checkbox"/> </div>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  2,535,649
	6	SHARED VOTING POWER  0
	7	SOLE DISPOSITIVE POWER  2,535,649
	8	SHARED DISPOSITIVE POWER  0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,535,649	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <div style="text-align: right;"><input type="checkbox"/></div>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  10.0%	
12	TYPE OF REPORTING PERSON (See Instructions)  IA	

Pursuant to Rule 13d-2(b) of Regulation 13D-G under the Securities Exchange Act of 1934, as amended, the Schedule 13G initially filed on July 8, 2005 by Chilton Investment Company, LLC (the "Reporting Person") with respect to the Common Stock, \$0.01 par value (the "Common Stock"), of AFC ENTERPRISES, INC., a Minnesota corporation (the "Schedule 13G"), as amended by Amendment No. 1 to the Schedule 13G filed on February 14, 2006, Amendment No. 2 to the Schedule 13G filed on February 14, 2007, Amendment No. 3 to the Schedule 13G filed on September 10, 2007 and Amendment No. 4 to the Schedule 13G filed on August 10, 2008, is hereby amended by this Amendment No. 5 to the Schedule 13G to report a change in the information reported in the Schedule 13G. The Schedule 13G is hereby amended as follows:

Item 4 is hereby amended and restated in its entirety to read:

**Item 4. Ownership.**

- (a) Amount beneficially owned: 2,535,649 shares
- (b) Percent of class: 10.0%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 2,535,649
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 2,535,649
  - (iv) Shared power to dispose or to direct the disposition of: 0

**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.

Date: February 13, 2009

**Chilton Investment Company, LLC**

By: /s/ James Steinthal

Name: James Steinthal

Title: Managing Director

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