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GRILL CONCEPTS INC
 Form S-8
 July 10, 2001

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 Form S-8

Registration Statement
 Under
 The Securities Act of 1933

GRILL CONCEPTS, INC.
 (Exact name of registrant as specified in its charter)

| | |
|--|--------------------------------------|
| Delaware | 13-3319172 |
| ----- | ----- |
| (State or other jurisdiction of incorporation) | (IRS Employer Identification No.) |
| 11661 San Vicente Blvd., Ste. 404, Los Angeles, California | 90049 |
| ----- | ----- |
| (Address of Principal Executive Offices) | (Zip Code) |

GRILL CONCEPTS, INC. 1998 COMPREHENSIVE
 STOCK OPTION AND AWARD PLAN
 (Full title of the plan)

| | |
|--|--|
| Robert Spivak Grill Concepts, Inc. 11661 San Vicente Blvd. Suite 404 Los Angeles, California 90049 (310) 820-5559 | Copy to: Michael Sanders Vanderkam & Sanders 440 Louisiana Suite 475 Houston, Texas 77002 (713) 547-8900 |
| ----- | |
| (Name, address and telephone number of agent for service) | |

Approximate date of proposed sales pursuant to the plan: From time to time after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price | Amount of registrat fee |
|---|--------------------------------|---|--|-------------------------------|
| ----- | ----- | ----- | ----- | ----- |
| Common Stock, \$.00004 par value | 300,000 | \$2.80 | \$ 840,000.00 | \$ 210.00 |
| ----- | ----- | ----- | ----- | ----- |

(1) Plus such additional number of shares as may hereafter become issuable pursuant to the Grill Concepts, Inc. 1998 Comprehensive Stock Option

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and Award Plan (the "Plan") in the event of a stock dividend, split-up of shares, recapitalization or other similar transaction without receipt of consideration which results in an increase in the number of shares outstanding.

- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act of 1933, as amended (the "Securities Act"). The offering price per share and aggregate offering price are based upon the closing price of the Company's Common Stock, as reported on the Nasdaq Small-Cap Market for July 6, 2001, for shares reserved for future issuance pursuant to the Plan (pursuant to Rule 457(c) under the Securities Act).

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8, Grill Concepts, Inc. (the "Registrant") hereby incorporates by reference into this Registration Statement the contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on June 22, 1998 (File No. 333-57369). This Registration Statement is being filed to register an additional 300,000 shares of the Registrant's common stock, par value \$.00004 per share, subject to issuance under the Registrant's 1998 Comprehensive Stock Option and Award Plan, as amended (the "Plan").

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 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 Los Angeles, State of California on the 10th day of July, 2001.

GRILL CONCEPTS, INC.

By: /s/ Robert Spivak

ROBERT SPIVAK, President

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned officers and directors of Grill Concepts, Inc. hereby severally constitute Robert Spivak and Daryl Ansel, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement filed herewith and any and all amendments to said registration statement, and generally to do all such things in our names and in our capacities as officers and directors to enable Grill Concepts, Inc. to comply with the provisions of the Securities Act of 1933 and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signatures Title Date

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| | | |
|--|--|-----------------|
| ----- /s/ Robert Spivak ----- ROBERT SPIVAK | President, Chief Executive Officer and Director (Principal Executive Officer) | July 10, 2001 |
| ----- /s/ Daryl Ansel ----- DARYL ANSEL | Chief Financial Officer (Principal Financial and Accounting Officer) | July 10, 2001 |
| ----- /s/ Michael Weinstock ----- MICHAEL WEINSTOCK | Executive Vice President and Chairman of the Board | July 10, 2001 |
| ----- /s/ Charles Frank ----- CHARLES FRANK | Director | July 9, 2001 |
| ----- GLENN GOLENBERG | Director | July ____, 2001 |
| ----- LEWIS WOLFF | Director | July ____, 2001 |
| ----- /s/ Stephen Ross ----- STEPHEN ROSS | Director | July 9, 2001 |
| ----- NORMAN MACLEOD | Director | July ____, 2001 |

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 5.1 * | Opinion and consent of Vanderkam & Sanders re: the legality of the shares being registered |
| 23.1 * | Consent of Vanderkam & Sanders (included in Exhibit 5.1) |
| 23.2 * | Consent of PricewaterhouseCoopers LLP |
| 24.1 * | Power of Attorney (included on signature page) |
| 99.1 | Amended and Restated Grill Concepts, Inc. 1998 Comprehensive Stock Option and Award Plan (incorporated by reference to Exhibit A to Registrant's Proxy Statement for the Annual Meeting of Shareholders on June 25, 2001, filed with the Commission on May 29, 2001) |

* Filed herewith