

NATHANS FAMOUS INC
Form 8-K
September 11, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 11, 2015

NATHAN'S FAMOUS, INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Delaware (State or other jurisdiction of incorporation) | 1-35962 (Commission File Number) | 11-3166443 (IRS Employer Identification No.) |
| One Jericho Plaza, Jericho, New York (Address of principal executive offices) | | 11753 (Zip Code) |

Registrant's telephone number, including area code: (516) 338-8500

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01

Other Events.

On September 11, 2015, Nathan’s Famous, Inc. (the “Company”) issued a press release, attached hereto as Exhibit 99.1 and incorporated herein by reference, announcing that it will commence a modified Dutch auction tender offer (the “Offer”) to purchase up to 500,000 shares of its common stock at a price per share of not less than \$33.00 and not greater than \$36.00, for a maximum aggregate purchase price of \$18,000,000. The Company reserves the right in the Offer to purchase up to an additional 2% of its outstanding shares of common stock. The Company currently has 4,430,523 outstanding shares of common stock.

MacKenzie Partners, Inc. is acting as the Information Agent for the Offer. The Depositary will be American Stock Transfer & Trust Company, LLC.

Item 9.01

Financial Statements and Exhibits.

(d)

Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press release dated September 11, 2015. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

September 11, 2015

NATHAN'S FAMOUS, INC.

| | | |
|--------|------------------|---|
| By: | /s/ Ronald DeVos | |
| Name: | | Ronald DeVos |
| Title: | | Vice President Finance and Chief Financial Officer (Principal Financial Officer and Accounting Officer) |

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press release dated September 11, 2015. |