

MAIN STREET RESTAURANT GROUP, INC.

Form SC14D9C

May 22, 2006

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

**SCHEDULE 14D-9  
Solicitation/Recommendation Statement under Section 14(d)(4)  
of the Securities Exchange Act of 1934**

**Main Street Restaurant Group, Inc.**

(Name of Subject Company)

**Main Street Restaurant Group, Inc.**

(Name of Persons Filing Statement)

**Common Stock, Par Value \$0.001 Per Share**

(Title of Class of Securities)

**560345308**

(CUSIP Number of Class of Securities)

**William G. Shrader**

**Chief Executive Officer and President**

**Main Street Restaurant Group, Inc.**

**5050 N. 40th Street, Suite 200**

**Phoenix, AZ 85018**

**(602) 852-9000**

(Name, Address, and Telephone Number of Person  
Authorized to Receive Notices and Communications  
on Behalf of the Persons Filing Statement)

*With copies to:*

**Brian H. Blaney**

**Greenberg Traurig, LLP**

**2375 East Camelback Road, Suite 700**

**Phoenix, Arizona 85016**

**(602) 445-8000**

S  Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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Brad Honigfeld, Chairman and Chief Executive Officer of The Briad Group, stated, Main Street Restaurant Group is a well respected operator both within the TGI Friday s franchise system and within the industry as a whole. The value they ve created is a testament to the caliber and dedication of Main Street s store level team members and management alike, and we are excited to welcome them to The Briad Group family.

In connection with the proposed transaction, CIC Partners, John F. Antioco and others have agreed to tender their shares and to vote their shares in favor of the proposed transaction, in addition to other customary agreements.

Together with The Briad Group, this represents ownership or control of over 47% of the outstanding common stock of Main Street Restaurant Group, Inc.

Cowen and Company, LLC acted as financial advisor and Greenberg Traurig, LLP provided legal counsel to Main Street Restaurant Group, Inc.

Jefferies & Company, Inc. acted as financial advisor and Pryor Cashman Sherman & Flynn LLP provided legal counsel to Mr. Honigfeld, Main Street Acquisition Corporation, and The Briad Group.

**NOTICE TO INVESTORS**

This announcement is neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer for the outstanding shares of Main Street Restaurant Group, Inc. described in this press release has not commenced. At the time the tender offer is commenced, Briad Main Street, Inc. and Main Street Acquisition Corporation will file a tender offer statement on Schedule TO with the U.S. Securities and Exchange Commission (the SEC ), and Main Street Restaurant Group, Inc. will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. The tender offer statement (including an offer to purchase, a related letter of transmittal, and other offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before any decision is made with respect to the tender offer. Those materials will be made available to Main Street Restaurant Group stockholders at no expense to them. In addition, all of those materials, and all other offer documents filed with the SEC, will be available at no charge on the SEC s website at [www.sec.gov](http://www.sec.gov).

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**FORWARD-LOOKING STATEMENTS**

*Certain statements in this announcement may constitute forward-looking statements. Actual results could differ materially from those projected or forecast in the forward-looking statements. The factors that could cause actual results to differ materially include the level of stockholder acceptance of the proposed transaction, any competing transactions, receipt of any required regulatory approvals for the transaction, the ability of Main Street Restaurant Group to satisfy the merger agreement conditions and consummate the merger, and factors that may affect Main Street Restaurant Group's business, financial condition, results of operations, or properties, including those discussed in Risk Factors in Main Street Restaurant Group's Annual Report on Form 10-K for its fiscal year ended December 26, 2005 and Main Street Restaurant Group's other filings with the SEC that are available at [www.sec.gov](http://www.sec.gov). Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. None of Main Street Restaurant Group, Inc., Briad Main Street, Inc., or Main Street Acquisition Corporation assumes any obligation to update the information in this announcement, except as required by law.*