

NATHANS FAMOUS INC
Form 8-K
September 14, 2012

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 13, 2012

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

| | | |
|--|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 1-3189 (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))
-

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As described below, at the annual meeting of stockholders of Nathan’s Famous, Inc. (the “Company”) held on September 13, 2012, the stockholders of the Company approved an amendment to the Nathan’s Famous, Inc. 2010 Stock Incentive Plan (the “2010 Plan”) which, among other things, increased the number of shares of the Company’s common stock, par value \$.01 per share (the “Common Stock”) subject to the 2010 Plan by 250,000 shares. The amendment to the 2010 Plan was previously approved by the Company’s Board of Directors on July 16, 2012 subject to stockholder approval.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 13, 2012, Nathan’s Famous, Inc. (the “Company”) held its annual meeting of stockholders. At the annual meeting, stockholders of the Company voted on the matters set forth below. Each outstanding common share as of the record date was entitled to one vote on the proposals voted on at the meeting.

1. The proposal to elect nine directors was approved based upon the following votes:

| Name | For | Withheld | Broker Non-Votes |
|------------------|-----------|----------|------------------|
| Robert J. Eide | 3,265,751 | 75,585 | 820,194 |
| Eric Gatoff | 3,027,534 | 313,802 | 820,194 |
| Brian S. Genson | 3,273,679 | 67,657 | 820,194 |
| Barry Leistner | 3,300,063 | 41,273 | 820,194 |
| Howard M. Lorber | 2,908,346 | 432,990 | 820,194 |
| Wayne Norbitz | 2,988,495 | 342,841 | 820,194 |
| Donald Perlyn | 2,984,120 | 357,216 | 820,194 |
| A.F. Petrocelli | 2,907,799 | 433,537 | 820,194 |
| Charles Raich | 2,903,123 | 438,213 | 820,194 |

2. The approval of an amendment to the 2010 Plan which will, among other things, increase the number of shares of the Company’s Common Stock, subject to the 2010 Plan by 250,000 shares:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 2,538,660 | 791,478 | 11,198 | 820,194 |

3. The proposal to ratify the appointment of Grant Thornton LLP as the Company’s auditors for fiscal 2013 was approved based on the following votes:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 4,129,291 | 8,619 | 23,620 | 0 |

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits

99.1

Amendment to the Nathan's Famous, Inc. 2010 Stock Incentive Plan

3

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.

Dated: September 14, 2012

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) |

