

RARE HOSPITALITY INTERNATIONAL INC
Form 10-Q/A
August 23, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

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

For the Quarterly Period Ended June 26, 2005

Commission file number 0-19924

RARE Hospitality International, Inc.

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of
incorporation or organization
8215 Roswell Rd; Bldg. 600; Atlanta, GA
(Address of principal executive offices)

(I. R. S. Employer
Identification No.)
30350
(Zip Code)

(770) 399-9595

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of August 2, 2005, there were 33,972,981 shares of common stock of the Registrant outstanding.

EXPLANATORY NOTE

This Amendment No. 1 to the Quarterly Report on Form 10-Q of RARE Hospitality International, Inc. for the quarterly period ended June 26, 2005 is being filed solely to add the date and appropriate signature on: (i) the signature page on the Form 10-Q, (ii) Exhibits 31.1 and 31.2 the Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and (iii) Exhibits 32.1 and 32.2 the Certifications pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350. The corrected conformed signature page follows and the corrected conformed copies of the Certifications are filed as Exhibits 31.1, 31.2, 32.1 and 32.2 to this Amendment No. 1 on Form 10-Q/A, all dated August 5, 2005, the date of the original filing. The Form 10-Q and Certifications were manually signed as of the date of the original filing of the Form 10-Q, but such signatures were inadvertently omitted from the electronic filing.

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No other items or disclosures in our original report are being amended, and accordingly this Amendment No. 1 does not otherwise change or update any information that was presented in our original Quarterly Report on Form 10-Q for the quarterly period ended June 26, 2005, filed with the Securities and Exchange Commission on August 8, 2005.

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, thereunto duly authorized.

Date: August 5, 2005

/s/ W. Douglas Benn
W. Douglas Benn
Executive Vice President, Finance
and Chief Financial Officer
(Principal Financial Officer)

Item 6. Exhibits

Exhibits Filed.

- 31(1) -- Certification of Principal Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act.
- 31(2) -- Certification of Principal Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act.
- 32(1) -- Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (1).
- 32(2) -- Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (1).

(1) These exhibits are deemed to accompany this report and are not filed as part of the report.

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, thereunto duly authorized.

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Date: August 23, 2005

/s/ W. Douglas Benn
W. Douglas Benn
Executive Vice President, Finance
and Chief Financial Officer
(Principal Financial Officer)