

TOTAL ENTERTAINMENT RESTAURANT CORP

Form S-8

August 23, 2004

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As filed with the Securities and Exchange Commission on August 23, 2004

Registration No. 333-

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

**Form S-8
POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Total Entertainment Restaurant Corp.
(Exact name of registrant as specified in its charter)

Delaware **52-2016614**
(State or other jurisdiction *(I.R.S. Employer*
of incorporation or organization) *Identification No.)*

**9300 E. Central Ave., Suite 100
Wichita, KS 67206
(316) 634-0505**
*(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)*

**1997 INCENTIVE AND NONQUALIFIED STOCK OPTION
PLAN OF TOTAL ENTERTAINMENT RESTAURANT CORP.**

**TOTAL ENTERTAINMENT RESTAURANT CORP.
1997 DIRECTORS' STOCK OPTION PLAN**

(Full Title of Plans)

**Steven M. Johnson
Chief Executive Officer
Total Entertainment Restaurant Corp.
9300 E. Central Ave., Suite 100
Wichita, KS 67206, (316) 634-0505**
*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

**Copies to
William R. Wood, II
Foulston Siefkin LLP
Bank of America Center
100 N. Broadway, Suite 700
Wichita, KS 67202
(316) 267-6371**

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Aggregate Amount to Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 1997 Incentive and Nonqualified Stock Option Plan	400,000	9.52(2)	\$3,808,000(2)	\$ 482.47
1997 Directors Stock Option Plan	N/A	N/A	N/A	N/A
Total	400,000	9.52	\$3,808,000	\$ 482.47

(1) This Registration Statement also covers such additional and indeterminate number of shares as may become issuable pursuant to the antidilution provisions of the employee benefit plans described herein and as promulgated by Rule 416 of the Securities Act of 1933, as amended.

(2) Estimated solely for the purpose of computing the registration fee required by Section 6(b) of the Securities Act, and computed pursuant to Rule 457(c) and (h) of the Securities Act of 1933 as amended. The computation was based on the average of the high and low prices of our common stock as reported by the Nasdaq National Market on August 15, 2004.

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Second Amendment to Directors Stock Option Plan

Consent of KPMG LLP

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EXPLANATORY NOTE

The Registrant hereby amends its Registration Statement on Form S-8 (File No. 333-91694) filed with the Securities Exchange Commission on July 1, 2002, which is incorporated herein by reference, to increase the number of shares of the Registrant's Common Stock available for issuance under the 1997 Incentive and Nonqualified Stock Option Plan (the Incentive Plan) by 400,000 shares so that a total of 2,000,000 shares will be available under the Incentive Plan. This Amendment also attaches a corrected copy of the 1997 Directors Stock Option Plan as the copy filed with the original S-8 contained a typographical error and includes a copy of the First Amendment to the Registrant's 1997 Directors Stock Option Plan as an Exhibit.

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Item 8. Exhibits

The following exhibits are filed as part of this Form S-8 Registration Statement:

Exhibit No.	Description
5.1	Opinion of Foulston Siefkin LLP.
*10.1	1997 Incentive and Nonqualified Stock Option Plan of the Registrant.
**10.1.1	First Amendment to 1997 Incentive and Nonqualified Stock Option Plan of the Registrant adopted by the Registrant's Board of Directors January 14, 1999, and approved at the Registrant's Annual Stockholder Meeting May 25, 1999.
10.1.2	Second Amendment to 1997 Incentive and Nonqualified Stock Option Plan of the Registrant, adopted by the Registrant's Board of Directors February 23, 2004, and approved at the Registrant's Annual Stockholder Meeting May 19, 2004.
10.2	1997 Directors Stock Option Plan of the Registrant.
**10.2.1	First Amendment to 1997 Directors Stock Option Plan of the Registrant adopted by Registrant's Board of Directors January 10, 2002, and approved at Registrant's Annual Stockholder Meeting May 17, 2002.
10.2.2	Second Amendment to Total Entertainment Restaurant Corp. 1997 Directors Stock Option Plan adopted by Registrant's Board of Directors on April 10, 2002.
23.1	Consent of Foulston Siefkin LLP (contained in Exhibit 5.1).
23.2	Consent of KPMG LLP.
24.1	Power of Attorney (included on signature page of this Registration Statement).
	*Incorporated by reference to the Registrant's Registration Statement on Form S-1, as amended (Commission File No. 333-23343).
	**Incorporated by reference to the Registrant's Registration Statement on Form S-8 on July 1, 2002 (Commission File No. 333-91694).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wichita, State of Kansas, on August 23, 2004.

TOTAL ENTERTAINMENT RESTAURANT CORP.

By /s/ STEVEN M. JOHNSON

Steven M. Johnson
Chief Executive Officer/Principal Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1933, this Amendment No. 1 Registration Statement has been signed below by the following persons and in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ DENNIS L. THOMPSON</u> Dennis L. Thompson	Co-Chairman of the Board	August 23, 2004
<u>/s/ STEVEN M. JOHNSON</u> Steven M. Johnson	Chief Executive Officer and Director (principal executive officer)	August 23, 2004
<u>/s/ GARY M. JUDD</u> Gary M. Judd	President and Director	August 23, 2004
<u>/s/ JAMES K. ZIELKE</u> James K. Zielke	Chief Financial Officer, Treasurer, Secretary and Director (principal financial and principal accounting officer)	August 23, 2004
<u>/s/ NESTOR R. WEIGAND, JR.</u> Nestor R. Weigand, Jr.	Director	August 23, 2004

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/s/ JAMES T. MORTON Director August 23, 2004

James T. Morton

/s/ C. WELLS HALL, III Director August 23, 2004

C. Wells Hall, III

/s/ E. GENE STREET Director August 23, 2004

E. Gene Street

/s/ JOHN D. HARKEY, JR. Director August 23, 2004

John D. Harkey, Jr.

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