

ALEXANDERS J CORP
Form 4
September 21, 2012

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUNCAN E TOWNES

(Last) (First) (Middle)

**C/O SOLIDUS COMPANY,
L.P., 4015 HILLSBORO PIKE,
SUITE 214**

(Street)

NASHVILLE, TN 37215

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ALEXANDERS J CORP [JAX]

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	09/19/2012		U		6,208	D \$ 14.5	0	D	
Common Stock	09/19/2012		U		4,800	D \$ 14.5	0	I	By Spouse
Common Stock	09/19/2012		U		2,160	D \$ 14.5	0	I	By Parent
Common Stock	09/19/2012		U		177,046	D \$ 14.5	0	I	See footnote (2)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.25	09/19/2012		D		1,000		07/22/2004	07/22/2013	Common Stock	1,000
Stock Option (Right to Buy)	\$ 7.61	09/19/2012		D		1,000		07/21/2005	07/21/2014	Common Stock	1,000
Stock Option (Right to Buy)	\$ 9.03	09/19/2012		D		1,000		07/26/2006	07/26/2015	Common Stock	1,000
Stock Option (Right to Buy)	\$ 8.67	09/19/2012		D		1,000		07/25/2007	07/25/2016	Common Stock	1,000
Stock Option (Right to Buy)	\$ 13.33	09/19/2012		D		1,000		07/24/2008	07/24/2017	Common Stock	1,000
Stock Option (Right to Buy)	\$ 6.1	09/19/2012		D		1,000		07/24/2009	07/24/2018	Common Stock	1,000
Stock Option	\$ 4.69	09/19/2012		D		1,000		07/23/2010	07/23/2019	Common Stock	1,000

(Right to
Buy)

Stock

Option
(Right to
Buy)

\$ 4.09

09/19/2012

D

1,000

08/18/2011

08/18/2020

Common
Stock

1,000

Stock

Option
(Right to
Buy)

\$ 5.5

09/05/2012

D

1,000

08/08/2012

08/08/2021

Common
Stock

1,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DUNCAN E TOWNES
C/O SOLIDUS COMPANY, L.P.
4015 HILLSBORO PIKE, SUITE 214
NASHVILLE, TN 37215

X

Signatures

/s/ Mark A. Parkey, Attorney
in Fact

09/21/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The option was canceled pursuant to the terms of that certain Amended and Restated Agreement and Plan of Merger, dated July 30, 2012, by and among the Company, Fidelity National Financial, Inc., a Delaware corporation ("Fidelity"), and certain affiliates of Fidelity, as amended by the First Amendment, dated September 5, 2012, (the "Merger Agreement") on September 19, 2012, following the completion of the tender offer (the "Tender Offer") commenced by New Athena Merger Sub, Inc., a Tennessee corporation and an indirect, wholly owned subsidiary of Fidelity. The option was canceled pursuant to the Merger Agreement in exchange for a cash payment equal to the difference between the offer price in the Tender Offer (\$14.50) and the exercise price per option, less any required withholding taxes.

(2) Represents the shares held directly by Solidus Company, L.P. ("Solidus"), and Tennessee limited partnership. Mr. Duncan is the Chief Executive Officer of Solidus General Partner, LLC, which is the general partner of Solidus. Mr. Duncan disclaims beneficial ownership of any such shares that do not reflect his proportionate interest in Solidus.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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