

MORGANS FOODS INC  
Form 4  
May 28, 2014

**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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ODDI VINCENT J**

(Last) (First) (Middle)

547 DUCK HOLLOW CT

(Street)

GAHANNA, OH 43230

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**MORGANS FOODS INC [MRFD]**

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

05/27/2014

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) below)

V.P.-Restaurant Development

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)
Common Share	05/27/2014		D <sup>(1)</sup>	1,437 D	1 0	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

## Edgar Filing: MORGANS FOODS INC - Form 4

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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option	\$ 3.5	05/27/2014		D <sup>(2)</sup>	21,333	11/06/2008 11/06/2018	Common Share

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ODDI VINCENT J 547 DUCK HOLLOW CT GAHANNA, OH 43230	V.P.-Restaurant Development

## Signatures

/s/ Vincent Oddi 05/28/2014

                     \*\*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) Common shares of Morgan's Foods, Inc. ("Company") disposed of in connection with the merger of Company with and into Apex Brands Foods, Inc. ("Merger Sub"), a wholly owned subsidiary of Apex Restaurant Management, Inc. ("Apex"), on May 27, 2014, pursuant to the Agreement and Plan of Merger, dated as of March 30, 2014, between Apex, Merger Sub and Company, each Company common share was canceled and extinguished and converted into the right to receive \$5.00 in cash, without interest, less any required withholding taxes. ("Per Share Merger Consideration")

(2) Immediately prior to the effective time of the Merger, each holder of a then-outstanding option to purchase common shares will be entitled to receive, in settlement thereof, for each common share subject to such option, a cash payment, without interest and less any applicable withholding taxes, equal to the product of (i) the excess, if any, of the Per Share Merger Consideration over the per share price of the options and (ii) the number of common shares subject to such holder's options not previously exercised, whether or not then vested and exercisable. Each outstanding option or other right to receive common shares granted, whether or not then vested or exercisable, was cancelled and extinguished and converted into the right to receive \$3.50 per share in cash, without interest and less any applicable withholding taxes.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.