

NATHANS FAMOUS INC

Form 4

April 03, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LORBER HOWARD M

(Last) (First) (Middle)

**C/O NATHAN'S FAMOUS,
INC., ONE JERICHO PLAZA**

(Street)

JERICHO, NY 11753

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NATHANS FAMOUS INC [NATH]

3. Date of Earliest Transaction
(Month/Day/Year)
04/02/2015

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)

Executive Chairman

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 Stock				(A) or (D)	919,701 ⁽¹⁾	D	
Common Stock				Code V Amount (D) Price	10,000	I ⁽²⁾	Lorber Gamma LP
Common Stock					75,000	I ⁽³⁾	Lorber Alpha II LP

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2010 Stock Incentive Plan (Right to Buy)	\$ 17.75	04/02/2015		D ⁽⁴⁾		6,250		⁽⁴⁾	06/05/2016	Common Stock	6,250
2010 Stock Incentive Plan (Right to Buy)	\$ 11.72	04/02/2015		A ⁽⁴⁾		9,468		⁽⁴⁾	06/05/2016	Common Stock	9,468

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LORBER HOWARD M C/O NATHAN'S FAMOUS, INC. ONE JERICHO PLAZA JERICHO, NY 11753	X	X	Executive Chairman	

Signatures

/s/ Howard M. Lorber
04/03/2015

**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).

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- (1) Includes 20,000 shares of unvested restricted stock.
- (2) Represents shares owned by Lorber Gamma LP (the "Lorber LP"). Mr. Lorber serves as the President of the Lorber LP's general partner and as such has voting and dispositive power with respect to such shares.
- (3) Represents shares owned by Lorber Alpha II LP (the "Lorber II LP"). Mr. Lorber serves as the President of the Lorber II LP's general partner and as such has voting and dispositive power with respect to such shares.

- In connection with the recent special cash dividend of the Issuer, the Issuer's Compensation Committee approved the exchange of options to purchase 6,250 shares at an exercise price of \$17.75 for options to purchase 9,468 shares at an exercise price of \$11.72. Pursuant to Article IV(e) of the Issuer's 2010 Stock Incentive Plan, the Compensation Committee has the authority to make appropriate provisions upon the Issuer's declaration of a special cash dividend. The original options would have been fully vested on June 6, 2015, the fourth anniversary of the original June 6, 2011 grant date, and the new options will have the same vesting terms and expiration date as the original grant.
- (4)

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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