

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): June 14, 2018

Nathan's Famous, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-35962 (Commission File Number)	11-3166443 (IRS Employer Identification No.)
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One Jericho Plaza, Jericho, New York (Address of Principal Executive Offices)	11753 (Zip Code)
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Registrant's Telephone Number, Including Area Code: (516) 338-8500

N/A

(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On June 14, 2018, Nathan's Famous, Inc., a Delaware corporation (the "Company"), entered into Amendment No.1 to Rights Agreement (the "Amendment") to the Company's existing Rights Agreement, dated as of June 17, 2013, between the Company and American Stock Transfer & Trust Company, LLC, as the Rights Agent ("Rights Agent") (as amended, the "2013 Rights Agreement"). The Amendment amends the 2013 Rights Agreement by postponing the Final Expiration Date (as defined in the 2013 Rights Agreement) to September 30, 2018. The Amendment will have the effect of causing the 2013 Rights Agreement and the common stock purchase rights granted thereunder to terminate at the close of business on September 30, 2018. See Item 1.01 of the Current Report on Form 8-K filed on June 11, 2013, for a description of the material terms of the 2013 Rights Agreement.

The Amendment is attached hereto as Exhibit 4.1 and is incorporated herein by reference. The foregoing description of the Amendment is qualified by reference to such exhibit.

Item 3.03. Material Modification to Rights of Security Holders.

The information set forth herein under Item 1.01, "Entry into a Material Definitive Agreement," of this Form 8-K is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
4.1	Amendment No. 1 to Rights Agreement dated as of June 14, 2018, between Nathan's Famous, Inc., and American Stock Transfer & Trust Company, LLC.

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 hereunto duly authorized.

June 15, 2018

NATHAN'S FAMOUS, INC.

By: /s/ Ronald DeVos
Name: Ronald DeVos
Title: Vice President Finance and Chief Financial Officer (Principal Financial Officer and Accounting Officer)

AMENDMENT NO. 1 TO RIGHTS AGREEMENT

This Amendment No. 1 to Rights Agreement (this “Amendment”), dated as of June 14, 2018, is between NATHAN’S FAMOUS, INC., a Delaware corporation (the “Company”), and AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC (the “Rights Agent”).

WITNESSETH:

WHEREAS, the Company and the Rights Agent are parties to a Rights Agreement, dated as of June 5, 2013 (the “Rights Agreement”);

WHEREAS, pursuant to the Rights Agreement and the provisions of the certificate of incorporation of the Company, the Company distributed a Right (as defined in the Rights Agreement) to each holder of shares of common stock of the Company;

WHEREAS, the Final Expiration Date (as defined in the Rights Agreement) of the Rights distributed pursuant to the Rights Agreement is June 17, 2018;

WHEREAS, the Company is in the process of preparing a new Rights Agreement (the “New Rights Agreement”) between the Company and the Rights Agent, which if adopted, would provide that the Company will distribute a new Right (as defined in the New Rights Agreement) to each holder of shares of common stock of the Company; and

WHEREAS, the Company desires to amend the Rights Agreement pursuant to Section 27 of the Rights Agreement as set forth below.

NOW, THEREFORE, the Rights Agreement is hereby amended as follows:

1. **AMENDMENT OF SECTION 7.**

Section 7 of the Rights Agreement is amended by deleting subsection (a) thereof and replacing it in its entirety with the following:

(a) The registered holder of any Right Certificate may exercise the Rights evidenced thereby (except as otherwise provided herein including, without limitation, the restrictions set forth in Sections 7(e), 9(c), 11(a)(ii), 11(a)(iii) and 23(b)) in whole or in part at any time after the Distribution Date upon surrender of the Right Certificate, with the form of election to purchase on the reverse side thereof duly executed, to the Rights Agent at the principal office of the Rights Agent in New York, New York, together with payment of the Purchase Price for each share of Common Stock as to which the Rights are exercised, at or prior to the close of business on the earlier of (i) September 30, 2018 (the “Final Expiration Date”), or (ii) the date on which the Rights are redeemed as provided in Section 23 (the “Redemption Date”); or (iii) the time at which the Rights are exchanged as provided in Section 24 hereof (the earlier of (i), (ii) and (iii) being the “Expiration Date”).

2. AMENDMENT OF EXHIBIT A AND EXHIBIT B.

References in Exhibit A and Exhibit B of the Rights Agreement to “June 17, 2018” shall be deemed to be references to “September 30, 2018.”

3. MISCELLANEOUS

Except as expressly amended hereby, the Amended Rights Agreement shall continue in full force and effect in accordance with the provisions thereof on the date hereof. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state. This Amendment may be executed in any number of counterparts, each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. Terms not defined herein shall, unless the context otherwise requires, have the meanings assigned to such terms in the Amended Rights Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date set forth above.

NATHAN’S FAMOUS, INC.

By: /s/ Eric Gatoff
Name: Eric Gatoff
Title: Chief Executive Officer

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC

By: /s/ Paula Caroppoli
Name: Paula Caroppoli
Title: Senior Vice President