

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Steel Partners II Master Fund L.P.</u>  (Last) (First) (Middle) MORGAN STANLEY FUND SERVICES LTD CRICKET SQ FL2 BOUNDARY HALL HUTCHINS DR  (Street) BOX 2681 GRAND CAYMAN KY1-1111  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/28/2007	3. Issuer Name and Ticker or Trading Symbol <u>NATHANS FAMOUS INC [ NATH ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$.01 Par Value	1,018,200	I <sup>(1)(2)</sup>	By Steel Partners II, L.P.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
Steel Partners II Master Fund L.P.  
 (Last) (First) (Middle)  
 MORGAN STANLEY FUND SERVICES LTD  
 CRICKET SQ FL2 BOUNDARY HALL HUTCHINS DR  
 (Street)  
 BOX 2681  
 GRAND  
 CAYMAN KY1-1111  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Steel Partners LLC  
 (Last) (First) (Middle)  
 590 MADISON AVENUE  
 32ND FLOOR  
 (Street)  
 NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
STEEL PARTNERS II GP LLC

(Last) (First) (Middle)

590 MADISON AVENUE  
32ND FLOOR

(Street)  
NEW YORK NY 10022

(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 3 is being filed due to a reorganization of Steel Partners II, L.P. ("Steel Partners II") and its affiliates, as a result of which Steel Partners II GP LLC ("Steel GP LLC"), Steel Partners II Master Fund L.P. ("Steel Master") and Steel Partners LLC ("Partners LLC") may now be deemed to beneficially own securities of the Issuer owned by Steel Partners II. The securities reported in this Form 3 are owned directly by Steel Partners II, and owned indirectly by Steel GP LLC by virtue of it being the general partner of Steel Partners II, by Steel Master by virtue of it being the sole limited partner of Steel Partners II and by Partners LLC by virtue of it being the investment manager of Steel Partners II. The securities reported in this Form 3 continue to be owned indirectly by Warren Lichtenstein who previously jointly filed with Steel Partners II Section 16 filings with respect to securities of the Issuer owned directly by Steel Partners II.

2. Steel GP LLC, Steel Master and Partners LLC disclaim beneficial ownership of the securities owned by Steel Partners II except to the extent of their pecuniary interest therein.

By: Steel Partners II Master  
Fund L.P., By: Steel Partners II  
GP LLC, General Partner, By:  
/s/ Lauren Isenman, as 12/31/2007  
Attorney In Fact for Warren G.  
Lichtenstein, Managing  
Member  
By: Steel Partners LLC, By: /s/  
Lauren Isenman, as Attorney In  
Fact for Warren G. 12/31/2007  
Lichtenstein, Manager  
By: Steel Partners II GP LLC,  
By: /s/ Lauren Isenman, as  
Attorney In Fact for Warren G. 12/31/2007  
Lichtenstein, Managing  
Member

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

**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 Number.**

**POWER OF ATTORNEY**

Know all by these presents, that each of the undersigned hereby constitutes and appoints **Lauren Isenman** signing singly, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned all documents relating to the business of Steel Partners II, L.P. including, but not limited to, all filings with the Securities and Exchange Commission, any stock exchange and any other regulatory, administrative or similar authority, and all memoranda, correspondence, communications or the like, except that such attorney-in-fact shall have no power to execute any document that has the effect of creating a financial commitment or financial obligation of Steel Partners II, L.P. or its affiliates.

2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such document with the appropriate authority.

3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with any rules or regulations including federal securities laws.

This Power of Attorney shall remain in full force and effect until December 31, 2008 unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28<sup>th</sup> day of December, 2007.

STEEL PARTNERS II, L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS II GP LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS II MASTER FUND L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Manager

/s/ Warren G. Lichtenstein  
Warren G. Lichtenstein

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**POWER OF ATTORNEY**

Know all by these presents, that each of the undersigned hereby constitutes and appoints **Jack L. Howard** signing singly, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned all documents relating to the business of Steel Partners II, L.P. including, but not limited to, all filings with the Securities and Exchange Commission, any stock exchange and any other regulatory, administrative or similar authority, and all memoranda, correspondence, communications or the like, except that such attorney-in-fact shall have no power to execute any document that has the effect of creating a financial commitment or financial obligation of Steel Partners II, L.P. or its affiliates.
2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such document with the appropriate authority.
3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with any rules or regulations including federal securities laws.

This Power of Attorney shall remain in full force and effect until December 31, 2008 unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28<sup>th</sup> day of December, 2007.

STEEL PARTNERS II, L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS II GP LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS II MASTER FUND L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Manager

/s/ Warren G. Lichtenstein  
Warren G. Lichtenstein

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**POWER OF ATTORNEY**

Know all by these presents, that each of the undersigned hereby constitutes and appoints **Sanford Antignas** signing singly, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned all documents relating to the business of Steel Partners II, L.P. including, but not limited to, all filings with the Securities and Exchange Commission, any stock exchange and any other regulatory, administrative or similar authority, and all memoranda, correspondence, communications or the like, except that such attorney-in-fact shall have no power to execute any document that has the effect of creating a financial commitment or financial obligation of Steel Partners II, L.P. or its affiliates.

2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such document with the appropriate authority.

3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with any rules or regulations including federal securities laws.

This Power of Attorney shall remain in full force and effect until December 31, 2008 unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28<sup>th</sup> day of December, 2007.

STEEL PARTNERS II, L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS II GP LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS II MASTER FUND L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Manager

/s/ Warren G. Lichtenstein  
Warren G. Lichtenstein

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**POWER OF ATTORNEY**

Know all by these presents, that each of the undersigned hereby constitutes and appoints **Steven Wolosky** signing singly, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned all documents relating to the business of Steel Partners II, L.P. including, but not limited to, all filings with the Securities and Exchange Commission, any stock exchange and any other regulatory, administrative or similar authority, and all memoranda, correspondence, communications or the like, except that such attorney-in-fact shall have no power to execute any document that has the effect of creating a financial commitment or financial obligation of Steel Partners II, L.P. or its affiliates.
2. Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such document with the appropriate authority.
3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with any rules or regulations including federal securities laws.

This Power of Attorney shall remain in full force and effect until December 31, 2008 unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28<sup>th</sup> day of December, 2007.

STEEL PARTNERS II, L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS II GP LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS II MASTER FUND L.P.

By: Steel Partners II GP LLC  
General Partner

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Managing Member

STEEL PARTNERS LLC

By: /s/ Warren G. Lichtenstein  
Warren G. Lichtenstein  
Manager

/s/ Warren G. Lichtenstein  
Warren G. Lichtenstein

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