

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A  
(Amendment No.2)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended March 31, 1996  
or  
 TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from to

Commission File No. 1-3189

NATHAN'S FAMOUS, INC.  
(Exact name of registrant as specified in its charter)

Delaware 11-3166443  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
of incorporation or organization)

1400 Old Country Road, Westbury, New York 11590  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (516) 338-8500

Securities registered pursuant to Section 12(b) of the Act:

Title of Class	Name of Each Exchange on which Registered
----- None	----- None

Securities registered pursuant to Section 12(g) of the Act:  
Common Stock - par value \$.01  
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this form 10-K .

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 19, 1996 was approximately \$15,347,202

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. As of June 19, 1996, there were 4,722,216 shares of Common Stock, par value \$.01 per share outstanding.

Documents incorporated by reference: None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized on the 21st day of March, 1997.

Nathan's Famous, Inc.

/s/ WAYNE NORBITZ  
Wayne Norbitz, President and  
Chief Operating Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant in the capacities indicated on the 21st day of March, 1997.

/s/ HOWARD M. LORBER

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Howard M. Lorber

Chairman of the Board and Chief Executive  
Officer (Principal Executive Officer)

/s/ WAYNE NORBITZ

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Wayne Norbitz

President, Chief Operating Officer and Director

/s/ RONALD G. DEVOS

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Ronald G. DeVos

Vice President - Finance and Chief Financial  
Officer (Principal Financial and Accounting  
Officer)

/s/ ROBERT J. EIDE

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Robert J. Eide

Director

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Barry Leistner

Director

/s/ ATILLIO F. PETROCELLI

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Atillio F. Petrocelli

Director

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Jeffrey A. Lichtenberg

Director