

**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) September 15, 2020

NATHAN'S FAMOUS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-35962 (Commission File Number) | 11-3166443 (IRS Employer Identification No.) |
| One Jericho Plaza, Jericho, New York (Address of Principal Executive Offices) | | 11753 (Zip Code) |
| Registrant's Telephone Number, Including Area Code: <u>(516) 338-8500</u> | | |
| N/A (Former Name or Former Address, If Changed Since Last Report) | | |

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

| Title of each class | Trading symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Common Stock, par value \$.01 per share | NATH | The NASDAQ Global Market |

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:

- 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

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 5.07 Submission of Matters to a Vote of Security Holders.

On September 15, 2020, Nathan's Famous, Inc. (the "Company") held its annual meeting of stockholders. At the annual meeting, stockholders of the Company voted on the matters set forth below.

1. The proposal to elect nine directors was approved based upon the following vote:

| Name | For | Withheld | Broker Non-Votes |
|------------------|------------|-----------------|-------------------------|
| Robert J. Eide | 2,602,669 | 325,540 | 825,508 |
| Eric Gatoff | 2,867,606 | 60,603 | 825,508 |
| Brian S. Genson | 2,670,877 | 257,332 | 825,508 |
| Barry Leistner | 2,824,828 | 103,381 | 825,508 |
| Andrew Levine | 2,895,126 | 33,083 | 825,508 |
| Howard M. Lorber | 2,495,343 | 432,866 | 825,508 |
| Wayne Norbitz | 2,810,862 | 117,347 | 825,508 |
| A.F. Petrocelli | 2,140,753 | 787,456 | 825,508 |
| Charles Raich | 2,672,871 | 255,338 | 825,508 |

2. The proposal to adopt, on an advisory basis, a resolution approving the compensation of the Company's Named Executive Officers, as described in the Proxy Statement under "Executive Compensation" was approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 2,852,450 | 65,922 | 9,837 | 825,508 |

3. The proposal to ratify the appointment of Marcum LLP as the Company's auditors for fiscal year 2021 was approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 3,666,841 | 7,230 | 73,034 | 6,612 |

4. The non-binding stockholder proposal to request that the board of directors of the Company initiate the appropriate processes to amend the Company's certificate of incorporation and/or by-laws to require a majority vote in uncontested elections of directors of the Company was not approved based on the following vote:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 1,206,526 | 1,241,305 | 486,988 | 818,898 |

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.

Dated: September 17, 2020

NATHAN'S FAMOUS, INC.

By: /s/ Robert Steinberg

Name: Robert Steinberg

Title: Vice President Finance, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Accounting Officer)
