

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: June 15, 2005  
(Date of earliest event reported)

NATHAN'S FAMOUS, INC.

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(Exact Name of Registrant as Specified in its Charter)

Delaware

1-3189

11-3166443

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(State of Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1400 Old Country Road, Westbury, New York

11590

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number including area code: (516) 338-8500  
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N/A

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(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))

ITEM 3.03. MATERIAL MODIFICATIONS TO RIGHTS OF SECURITY HOLDERS

On June 15, 2005, the Board of Directors of Nathan's Famous, Inc., a  
Delaware corporation (the "Company"), approved an amendment to the Company's  
existing Third Amended and Restated Rights Agreement, dated as of December 10,  
1999, between the Company and American Stock Transfer & Trust Company, as the  
Rights Agent (the "Rights Agreement"). On June 15, 2005, the Company entered  
into Amendment No. 1 to the Rights Agreement ("Amendment No. 1"). Amendment No.  
1 amends the Rights Agreement to extend the Final Expiration Date of the Rights  
to June 19, 2010.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) EXHIBITS

EXHIBIT DESCRIPTION

4.1 Amendment No. 1 to the Rights Agreement, dated as of June 15, 2005, by  
and between Nathan's Famous, Inc. and American Stock Transfer & Trust  
Company (as the Rights Agent)

SIGNATURE

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, thereunder duly authorized.

NATHAN'S FAMOUS, INC.

By: /s/Wayne Norbitz

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Wayne Norbitz  
President

Dated: June 15, 2005

THIS AMENDMENT NO. 1 TO RIGHTS AGREEMENT (this "Amendment"), dated as of June 15, 2005, is between Nathan's Famous, Inc., a Delaware corporation (the "Company"), and American Stock Transfer & Trust Company, as rights agent (the "Rights Agent").

WHEREAS, the Company and the Rights Agent are parties to a Third Amended and Restated Rights Agreement, dated as of December 10, 1999 (the "Rights Agreement"); and

WHEREAS, pursuant thereto 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 (as defined in the Rights Agreement) 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) Subject to Section 7(e) hereof, the registered holder of any Right Certificate may exercise the Rights evidenced thereby (except as otherwise provided herein) 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 the Common Stock as to which the Rights are exercised, at or prior to the close of business on the earlier of (i) June 19, 2010 (the "Final Expiration Date"), or (ii) the date on which the Rights are redeemed as provided in Section 23 (such earlier date being herein referred to as the "Expiration Date"); or (iii) the time at which the Rights are exchanged as provided in Section 24 hereof; provided, however, that if the number of Rights exercised would entitle the holder thereof to receive any fraction of a share of Common Stock greater than one-half of a share, the holder thereof shall not be entitled to exercise such Rights unless such holder concurrently purchases from the Company (and in such event the Company shall sell to such holder), at a price in proportion to the Purchase Price, an additional fraction of a share of Common Stock which, when added to the number of shares of Common Stock to be received upon such exercise, will equal an integral number of shares of Common Stock."

2. MISCELLANEOUS.

Except as expressly amended hereby, the 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 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/Wayne Norbitz

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Name: Wayne Norbitz

Title: President

AMERICAN STOCK TRANSFER & TRUST COMPANY  
as Rights Agent

By: /s/Herbert Lemmer

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Name: Herbert Lemmer  
Title: Vice President