

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 13, 2012

NATHAN'S FAMOUS, INC.

(Exact name of registrant as specified in its charter)

Delaware

1-3189

11-3166443

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

One Jericho Plaza, Jericho, New York

11753

(Address of principal executive offices)

(Zip Code)

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As described below, at the annual meeting of stockholders of Nathan's Famous, Inc. (the "Company") held on September 13, 2012, the stockholders of the Company approved an amendment to the Nathan's Famous, Inc. 2010 Stock Incentive Plan (the "2010 Plan") which, among other things, increased the number of shares of the Company's common stock, par value \$.01 per share (the "Common Stock") subject to the 2010 Plan by 250,000 shares. The amendment to the 2010 Plan was previously approved by the Company's Board of Directors on July 16, 2012 subject to stockholder approval.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 13, 2012, 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. Each outstanding common share as of the record date was entitled to one vote on the proposals voted on at the meeting.

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

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Robert J. Eide	3,265,751	75,585	820,194
Eric Gatoff	3,027,534	313,802	820,194
Brian S. Genson	3,273,679	67,657	820,194
Barry Leistner	3,300,063	41,273	820,194
Howard M. Lorber	2,908,346	432,990	820,194
Wayne Norbitz	2,988,495	342,841	820,194
Donald Perlyn	2,984,120	357,216	820,194
A.F. Petrocelli	2,907,799	433,537	820,194
Charles Raich	2,903,123	438,213	820,194

2. The approval of an amendment to the 2010 Plan which will, among other things, increase the number of shares of the Company's Common Stock, subject to the 2010 Plan by 250,000 shares:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,538,660	791,478	11,198	820,194

3. The proposal to ratify the appointment of Grant Thornton LLP as the Company's auditors for fiscal 2013 was approved based on the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
4,129,291	8,619	23,620	0

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Amendment to the Nathan's Famous, Inc. 2010 Stock Incentive Plan

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 14, 2012

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)

**FIRST AMENDMENT
TO THE
NATHAN'S FAMOUS, INC.
2010 STOCK INCENTIVE PLAN**

WHEREAS, pursuant to Article 11 of the Nathan's Famous, Inc. 2010 Stock Incentive Plan (the "**Plan**") the Board of Directors (the "**Board**") of Nathan's Famous, Inc. (the "**Company**") may, subject to certain limitations, amend, alter, suspend, discontinue, or terminate the Plan or any portion thereof at any time;

WHEREAS, capitalized terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Plan;

WHEREAS, prior to this first amendment to the Plan (the "**Amendment**"), the maximum number of Shares that could be delivered pursuant to Awards granted under the Plan was 150,000, plus any Shares that have been authorized but not issued pursuant to prior plans of the Company as of July 19, 2010 up to a maximum of an additional 171,000 Shares, plus any Shares subject to any outstanding options or restricted stock grants under any plan of the Company that were outstanding as of July 19, 2010 and that subsequently expire unexercised, or are otherwise forfeited, up to a maximum of an additional 100,000 Shares;

WHEREAS, the Board wishes to increase the number of Shares available under the plan by 250,000 Shares and exempt these additional Shares from the provisions of Section 4(b) of the Plan that state that Awards other than Options or stock appreciation rights are counted against the Shares available for issuance under the Plan as 3.2 Shares for every one Share subject thereto;

WHEREAS, the Board wishes to enable optionees to use a net exercise program, when implemented by the Company, to deliver the consideration to be paid for Shares issued upon exercise of an Options and also amend the limit with respect to the number of certain awards that may be granted to an individual in any calendar year.

WHEREAS, subject to shareholder approval, the Board approved the terms of this Amendment.

In accordance with Article 11 of the Plan, the Plan shall be amended effective upon Shareholder approval as follows:

1. Article 2 of the Plan is hereby amended by adding the following as the new clause (v):

"(v) **"Rollover Shares"** shall have the meaning set forth in Section 4(a)."

2. Article 2 of the Plan is hereby amended by renumbering current clause "(v)" as "(w)" making the corresponding numbering change to those clauses that follow such renumbered clauses and after giving effect to the new clause "(v)" added to the Plan as set forth in above.

3. Section 4(a) of the Plan is hereby amended and restated as follows:

(a) Subject to adjustment as provided in Section 4(e), the maximum number of Shares that may be delivered pursuant to Awards granted under the Plan is 400,000, plus any eligible rollover Shares (the “**Rollover Shares**”) consisting of: (a) Shares that have been authorized but not issued pursuant to prior plans of the Company as of July 19, 2010 up to a maximum of an additional 171,000 Shares, plus (b) any Shares subject to any outstanding options or restricted stock grants under any plan of the Company that were outstanding as of July 19, 2010 and that subsequently expire unexercised, or are otherwise forfeited, up to a maximum of an additional 100,000 Shares. Notwithstanding the foregoing and subject to adjustment as provided in Section 4(e), no Participant may receive Awards of Options or stock appreciation rights under this Plan in any calendar year that relate to more than 50,000 Shares or other Awards in any calendar year that relate to more than 50,000 Shares.

4. Section 4(b) of the Plan is hereby amended and restated as follows:

(b) Any Shares subject to Options or stock appreciation rights shall be counted against the numerical limits of this Article IV as one Share for every Share subject thereto. Any Awards other than Options or stock appreciation rights shall be counted against the numerical limits of this Article IV on the number of Rollover Shares available under the Plan (if any) and the first 150,000 non-Rollover Shares available under the Plan as 3.2 Shares for every one Share subject thereto, and all Awards counted against the remaining 250,000 Shares available under the Plan shall be counted as one Share for every one Share subject thereto. To the extent that a Share that was subject to an Award that counted as 3.2 Shares against the Plan reserve pursuant to the preceding sentence is recycled back into the Plan under paragraph (d) of this Article IV, the Plan shall be credited with 3.2 Shares. The Committee will determine whether any particular Award should be allocated from the 150,000 Shares, the Rollover Shares, or the 250,000 Shares.

5. Section 6(c) of the Plan is hereby amended and restated as follows:

(c) The consideration to be paid for the Shares to be issued upon exercise of an Option may consist of (i) cash, (ii) check, (iii) other shares of the Company’s Stock which have a Fair Market Value on the date of surrender equal to the aggregate exercise price of the Shares as to which said Option shall be exercised, which tendered shares have been held for a period of six months or more, (iv) consideration received by the Company under any broker-assisted cashless exercise program implemented by the Company in connection with the Plan or (v) consideration received by the Company under any net exercise program implemented by the Company.

As hereby amended, the Plan shall continue in full force and effect. This Amendment shall be effective upon shareholder approval.

NATHAN'S FAMOUS, INC.

By: /s/ Ronald DeVos

Name: Ronald DeVos

Title: Vice President Finance and Chief Financial Officer