

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 9, 2014

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 1.01 Entry into a Material Definitive Agreement.

On September 10, 2014, Nathan's Famous, Inc., a Delaware corporation (the "Company") and Mutual Securities, Inc. ("MSI") amended (the "Amendment") their agreement (the "Agreement") pursuant to which MSI has been authorized on the Company's behalf to purchase shares of the Company's common stock, \$.01 par value (the "Common Stock"). The Amendment provides that the Company may purchase shares of Common Stock having a value of up to an additional six million dollars (\$6,000,000) in excess of what has been previously purchased under the Agreement. The Agreement and the Amendment were adopted under the safe harbor provided by Rule 10b5-1 and Rule 10b-18 of the Securities Exchange Act of 1934, as amended in order to assist the Company in implementing its previously announced stock purchase plans.

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

On September 9, 2014, Nathan's 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 eight directors was approved based upon the following votes:

Name	For	Withheld	Broker Non-Votes
Robert J. Eide	3,085,189	60,783	885,329
Eric Gatoff	2,856,361	289,411	885,329
Brian S. Genson	3,095,232	50,740	885,329
Barry Leistner	3,095,832	50,140	885,329
Howard M. Lorber	2,722,875	423,097	885,329
Wayne Norbitz	2,826,426	319,546	885,329
A.F. Petrocelli	2,748,726	397,246	885,329
Charles Raich	2,670,453	475,519	885,329

2. The proposal to ratify the appointment of Grant Thornton LLP as the Company's auditors for fiscal 2015 was approved based on the following votes:

For	Against	Abstain	Broker Non-Votes
3,997,450	6,493	33,358	0

3. Non-binding advisory proposal on the compensation of the Company's named executive officers, as described in the Compensation Discussion and Analysis, executive compensation and accompanying narrative discussions in the Company's Proxy Statement for its 2014 Annual Meeting of Stockholders.

For	Against	Abstain	Broker Non-Votes
2,452,630	85,478	613,864	885,329

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Amendment to 10b5-1 Issuer Repurchase Instructions.

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 11, 2014

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)

Amendment to**10b5-1 Issuer Repurchase Instructions**

This Amendment to 10b5-1 Issuer Securities Repurchase Instructions, dated September 10, 2014 (the “**Amendment**”), is by and between Nathan’s Famous, Inc. (the “**Issuer**”) and Mutual Securities, Inc. (the “**Broker**”).

WHEREAS, Issuer has previously publicly announced Securities Repurchase Programs (the “**Programs**”) for the repurchase of up to 800,000 shares of its common stock, par value \$0.01 per share (the “**Common Stock**”);

WHEREAS, Issuer has previously entered into 10b5-1 Issuer Securities Repurchase Instructions, dated December 13, 2013, (the “**Original Instruction**”).

WHEREAS, the Original Instruction terminate upon the occurrence of certain events, including upon the earlier of (a) December 22, 2014, or (b) at such time as the aggregate purchase price for all shares of Common Stock purchased under the Original Instruction equals Five Million Dollars (\$5,000,000), including without limitation all applicable fees, costs and expenses;

WHEREAS, pursuant to the Programs, 257,073 shares of Common Stock remain available for repurchase as of the close of business on September 10, 2014, and the aggregate purchase price for all shares of Common Stock purchased under the Original Instruction equals \$2,061,062;

WHEREAS, as part of the Programs for the repurchase of its Common Stock, Issuer desires to amend the Original Instruction as set forth herein.

NOW, THEREFORE, the Issuer and Broker hereby agree as follows:

1. **Effective Date.** This Amendment shall become effective as of September 24, 2014.

2. **Amendments.**

(a) Section 2 of the Original Instruction is amended by deleting Subsection 2(a) thereof and replacing it in its entirety with the following:

“(a) September 30, 2015;”

(b) Section 2 of the Original Instruction is amended by deleting Subsection 2(b) thereof and replacing it in its entirety with the following:

“such time as the aggregate purchase price for all shares of Common Stock purchased under these Instructions equals Eight Million Sixty One Thousand and Sixty Two Dollars (\$8,061,062), including without limitation all applicable fees, costs, expenses and the aggregate purchase price for all shares of Common Stock previously purchased under the Instructions as may be amended from time to time;”

In addition to the foregoing, upon effectiveness of the Amendment, Schedule A will be replaced in its entirety with the new attached Schedule A.

3. **Continuation and Affirmation of Instructions.** The Original Instruction is amended hereby solely as provided in this Amendment and, as so amended, continues in full force and effect.

4. **Representations and Warranties.**

(a) Issuer represents and warrants that the Purchase of Common Stock pursuant to this Amendment has been duly authorized by the Issuer and is consistent with the Issuer's Program.

(b) Issuer represents and warrants that it is not aware of material, nonpublic information and is entering into this Amendment in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

5. **Compliance with the Securities Laws.**

It is the intent of the parties this Amendment comply with the requirements of Rule 10b5-1(c)(1)(i)(B) and (c)(2) under the Exchange Act, and this Amendment shall be interpreted to comply with the requirements of Rule 10b5-1(c).

6. **Governing Law.** This Amendment shall be governed by and constructed in accordance with the laws of the State of New York.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have signed this Amendment as of the date first written above.

Nathan's Famous, Inc.

By: /s/ Eric Gatoff
Name: Eric Gatoff
Title: Chief Executive Officer

Mutual Securities, Inc.

By: /s/ Julie Cohen
Name: Julie Cohen
Title: Chief Compliance Officer
