

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

NATHAN'S FAMOUS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation)

11-3166443
(I.R.S. Employer Identification No.)

1400 Old Country Road
Westbury, NY 11590
(Address of Principal Executive Offices)

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

None
(Title of Class)

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

Title of Each Class
Being Registered

Name of each exchange on which
Each Class is to be Registered

Common Stock, par value \$.01 per share

National Association of Securities Dealers, Inc.
National Market System

Common Stock Purchase Warrants

National Association of Securities Dealers, Inc.
National Market System

Item 1. Description of Registrant's Securities to be Registered:

The description of the securities to be registered hereby is incorporated by reference to the description contained in the Registrant's Registration Statement No. 333-85425 on Form S-4, as filed with the Securities and Exchange Commission (the "Commission") on August 17, 1999.

Item 2. Exhibits.

1. Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement No. 33-56976 on Form S-1).

2. By-Laws of the Registrant (incorporated by reference to Exhibit 3.3 to the Registrant's Form 10-K for the year ended March 28, 1999).

3. Warrant Agreement between the Registrant and American Stock Transfer & Trust Company, as warrant agent (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement No. 333-85425 on Form S-4, as amended).

4. Warrant certificate (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement No. 333-85425 on Form S-4, as amended).

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

NATHAN'S FAMOUS, INC.

August 17, 1999

By: /s/ Ronald DeVos

Ronald DeVos
Vice President & Treasurer