

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): December 5, 2011

NATHAN'S FAMOUS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 1-3189 (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: (516) 338-8500

Not Applicable

(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 8.01 **Other Events.**

On December 5, 2011, Nathan's Famous, Inc. (the "Company") issued a press release, attached hereto as Exhibit 99.1 and incorporated herein by reference, announcing that it will commence a modified Dutch Auction Tender Offer to purchase up to 500,000 shares of its common stock at a price per share of not less than \$20.00 and not greater than \$22.00 for a maximum aggregate purchase price of \$11,000,000.

MacKenzie Partners, Inc. is acting as the Information Agent for the offer. The Depositary will be American Stock Transfer & Trust Company, LLC.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---------------------------------------|
| 99.1 | Press release dated December 5, 2011. |

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.

December 5, 2011

NATHAN'S FAMOUS, INC.

By: /s/ Ronald DeVos
Name: Ronald DeVos
Title: Vice President - Finance and Chief
Financial Officer

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---------------------------------------|
| 99.1 | Press release dated December 5, 2011. |

FOR: NATHAN'S FAMOUS, INC.

COMPANY Ronald G. DeVos, Vice President - Finance and CFO
CONTACT: (516) 338-8500 ext. 229

FOR IMMEDIATE RELEASE

**NATHAN'S FAMOUS TO COMMENCE DUTCH AUCTION TENDER OFFER
TO REPURCHASE UP TO 500,000 SHARES OF ITS OUTSTANDING COMMON STOCK**

JERICHO, N.Y. – December 5, 2011 – Nathan's Famous, Inc. (NASDAQ: NATH) today announced that it will commence mailing to its stockholders on or about December 8, 2011 a modified Dutch Auction tender offer to purchase for cash up to 500,000 shares of its common stock, \$.01 par value, at a price per share of not less than \$20.00 nor greater than \$22.00, for a maximum aggregate purchase price of \$11,000,000. The closing price of the Company's stock was \$19.0999 on December 2, 2011.

The tender offer will commence on December 8, 2011, and the Company expects the tender offer will expire at 12:00 Midnight, Eastern Time, on January 12, 2012 unless extended or withdrawn. The Company intends to fund this tender offer with cash on hand. At September 25, 2011, the Company had approximately \$15.2 million of cash and cash equivalents and \$16.9 million of marketable securities.

Shares must be tendered prior to the expiration of the offer, and tenders of existing shares may be withdrawn at any time on or prior to the expiration of the offer. Withdrawn shares will be returned to stockholders in accordance with the terms of the offer. The tender offer will not be conditioned on any minimum number of shares being tendered. However, the tender offer will be subject to customary conditions.

MacKenzie Partners, Inc. is acting as the Information Agent for the offer. The Depository will be American Stock Transfer & Trust Company, LLC.

The modified Dutch Auction would allow the Company's stockholders to tender some or all of their shares at a price within the specified range and to do so without incurring any brokerage fees or commissions. Based on the number of shares tendered and the prices specified by the tendering stockholders, the Company will select a single price per share within the range that will enable the Company to purchase 500,000 shares pursuant to the offer, or such lesser aggregate amount of its shares that are properly tendered. All shares accepted in the tender offer will be purchased at the same price per share even if a stockholder tendered at a lower price. The Company reserves the right in the tender offer to purchase up to an additional 2% of its shares outstanding. The Company currently has 4,947,964 shares outstanding.

The Company's executive management team and its Board of Directors are not participating in the tender offer.

The tender offer described in this press release has not yet commenced. At the time the tender offer is commenced, the terms and conditions of the offer will be set forth in the offer to purchase, letter of transmittal and related documentation and will be distributed to holders of the Company's shares and filed with the Securities and Exchange Commission ("SEC"). A copy of the offering documents may be obtained from MacKenzie Partners, Inc., the Information Agent for the offer, when they become available. MacKenzie Partners, Inc.'s telephone number is (800) 322-2885 and email is tenderoffer@mackenziepartners.com. Please contact MacKenzie Partners, Inc. with any questions regarding the offer. Neither the Company, its Board of Directors, the Information Agent nor the Depository is making any recommendation to stockholders as to whether to participate in the offer.

Stockholders are urged to read the relevant tender offer documents when they become available because they will contain important information that stockholders should consider before making any decision regarding tendering their shares. The tender offer materials will be available for free at the SEC's website at <http://www.sec.gov>. In addition, the Company's stockholders will be able to obtain a copy of these documents from the Information Agent as noted above, free of charge. This press release itself is not intended to constitute an offer or solicitation to buy or exchange securities in the Company, nor shall there be any sale or purchase of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

In addition to the offer to purchase, the related letter of transmittal and certain other offer documents, the Company files annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information filed by the Company at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The Company's filings with the SEC are also available to the public from commercial document-retrieval services and at the website maintained by the SEC at <http://www.sec.gov>.

About Nathan's Famous, Inc.

Nathan's Famous, Inc.'s products are currently distributed in 50 states, the District of Columbia, Puerto Rico, the U.S. Virgin Islands, Guam, the Cayman Islands and six foreign countries through its restaurant system, foodservice sales programs and product licensing activities. At November 20, 2011, the Nathan's restaurant system consisted of approximately 301 units, comprised of 296 franchised units and five company-owned units (including one seasonal unit). For additional information about Nathan's please visit our website at www.nathansfamous.com.

Forward-Looking Statements

Except for historical information contained in this news release, the matters discussed are forward looking statements that involve risks and uncertainties. Words such as "anticipate", "believe", "estimate", "expect", "intend", and similar expressions identify forward-looking statements, which are based on the current belief of the Company's management, as well as assumptions made by and information currently available to the Company's management. The risks and uncertainties to which forward-looking statements are subject include, but are not limited to, statements regarding the Company's ability to complete the tender offer, the price at which the Company purchases shares pursuant to the tender offer, the number of shares the Company is able to purchase pursuant to the tender offer and other risks and factors identified from time to time in the Company's filings with the SEC. You are cautioned not to place undue reliance on any forward-looking statements contained in this press release. The Company does not undertake any obligation to update such forward-looking statements.