

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Information Required in Proxy Statement**

**SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-b(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-2

**Nathan's Famous, Inc.**

(Name of Registrant as Specified in Its Charter)

**Nathan's Famous, Inc.**

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- No Fee Required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

ANNUAL MEETING OF STOCKHOLDERS OF  
**NATHAN'S FAMOUS, INC.**

September 12, 2006

Nathan's Famous has amended its proxy card to include an additional proposal. Please discard the previously delivered proxy card and date, sign and mail the enclosed proxy card in the envelope provided as soon as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

<b>THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS, "FOR" PROPOSAL 2 AND "AGAINST" PROPOSAL 3. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE</b> <input checked="" type="checkbox"/>			
<p>1. Election of the following nominees, as set forth in the proxy statement:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 15%; vertical-align: top;"> <input type="checkbox"/> FOR ALL NOMINEES   <input type="checkbox"/> WITHHOLD AUTHORITY FOR ALL NOMINEES   <input type="checkbox"/> FOR ALL EXCEPT (See instructions below)                 </td> <td style="border: none;"> <p><b>NOMINEES:</b></p> <input type="radio"/> Robert J. Eide  <input type="radio"/> Eric Gatoff  <input type="radio"/> Brian S. Genson  <input type="radio"/> Barry Leistner  <input type="radio"/> Howard M. Lorber  <input type="radio"/> Wayne Norbitz  <input type="radio"/> Donald L. Perlyn  <input type="radio"/> A.F. Petrocelli  <input type="radio"/> Charles D. Raich                 </td> </tr> </table> <p><b>INSTRUCTION:</b> To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●</p>	<input type="checkbox"/> FOR ALL NOMINEES  <input type="checkbox"/> WITHHOLD AUTHORITY FOR ALL NOMINEES  <input type="checkbox"/> FOR ALL EXCEPT (See instructions below)	<p><b>NOMINEES:</b></p> <input type="radio"/> Robert J. Eide <input type="radio"/> Eric Gatoff <input type="radio"/> Brian S. Genson <input type="radio"/> Barry Leistner <input type="radio"/> Howard M. Lorber <input type="radio"/> Wayne Norbitz <input type="radio"/> Donald L. Perlyn <input type="radio"/> A.F. Petrocelli <input type="radio"/> Charles D. Raich	<p>2. Ratification of the appointment of Grant Thornton LLP as auditors for fiscal 2007. <span style="float: right;">FOR AGAINST ABSTAIN <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></span></p> <p>3. Shareholder proposal relating to reporting on healthy-option initiative. <span style="float: right;">FOR AGAINST ABSTAIN <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></span></p> <p>4. Upon such other business as may properly come before the meeting</p> <p><b>THE SHARES REPRESENTED HEREBY SHALL BE VOTED BY PROXIES, AND EACH OF THEM, AS SPECIFIED AND, IN THEIR DISCRETION, UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING. SHAREHOLDERS MAY WITHHOLD THE VOTE FOR ONE OR MORE NOMINEE(S) BY WRITING THE NOMINEE(S) NAME(S) IN THE BLANK SPACE PROVIDED UNDER ITEM 1. IF NO SPECIFICATION IS MADE, THE SHARES WILL BE VOTED FOR THE PROPOSALS SET FORTH HEREIN.</b></p> <p><b>PLEASE DATE, SIGN AND RETURN THIS PROXY IN THE ENCLOSED ENVELOPE.</b></p>
<input type="checkbox"/> FOR ALL NOMINEES  <input type="checkbox"/> WITHHOLD AUTHORITY FOR ALL NOMINEES  <input type="checkbox"/> FOR ALL EXCEPT (See instructions below)	<p><b>NOMINEES:</b></p> <input type="radio"/> Robert J. Eide <input type="radio"/> Eric Gatoff <input type="radio"/> Brian S. Genson <input type="radio"/> Barry Leistner <input type="radio"/> Howard M. Lorber <input type="radio"/> Wayne Norbitz <input type="radio"/> Donald L. Perlyn <input type="radio"/> A.F. Petrocelli <input type="radio"/> Charles D. Raich		
<p>To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. <input type="checkbox"/></p>			
Signature of Stockholder <input style="width: 150px;" type="text"/>	Date: <input style="width: 80px;" type="text"/>	Signature of Stockholder <input style="width: 150px;" type="text"/>	Date: <input style="width: 80px;" type="text"/>
<p><small><b>Note:</b> Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.</small></p>			

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**NATHAN'S FAMOUS, INC.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Wayne Norbitz and Howard M. Lorber, or either of them, attorneys and Proxies with full power of substitution in each of them, in the name and stead of the undersigned to vote as Proxy all the stock of the undersigned in NATHAN'S FAMOUS, INC., a Delaware corporation, at the Annual Meeting of Stockholders scheduled to be held September 12, 2006 and any adjournments thereof.

**(Continued and to be signed on the reverse side)**

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