

DENNYS CORP
Form DFAN14A
May 06, 2010

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

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-6(e)(2))
☐ Definitive Proxy Statement
☐ Definitive Additional Materials
☒ Soliciting Material Pursuant to §240.14a-12

DENNY'S CORPORATION

(Name of Registrant as Specified In Its Charter)

OAK STREET CAPITAL MASTER FUND, LTD.
OAK STREET CAPITAL MANAGEMENT, LLC
DAVID MAKULA
PATRICK WALSH
DASH ACQUISITIONS LLC
JONATHAN DASH
SOUNDPOST CAPITAL, LP
SOUNDPOST CAPITAL OFFSHORE, LTD.
SOUNDPOST ADVISORS, LLC
SOUNDPOST PARTNERS, LP
SOUNDPOST INVESTMENTS, LLC
JAIME LESTER
LYRICAL OPPORTUNITY PARTNERS II, L.P.
LYRICAL OPPORTUNITY PARTNERS II, LTD.
LYRICAL OPPORTUNITY PARTNERS II GP, L.P.
LYRICAL CORP III, LLC
LYRICAL PARTNERS, L.P.
LYRICAL CORP I, LLC
JEFFREY KESWIN
MURANO PARTNERS LP
MURANO CAPITAL LLC
MURANO HOLDINGS, LLC
MURANO GROUP LLC

JAY THOMSON
TONY C. LAI
PATRICK H. ARBOR

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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☐ No fee required.
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(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 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.
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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following timelines were prepared for use in a meeting between Institutional Shareholder Services (“ISS”) and Dash Acquisitions, LLC.

DECEMBER 1, 2005 Sardar Biglari, Phillip L. Cooley, Ph.D. and Paul D Sonkin are elected to the Board.

New Board composition after December 1, 2005 (11 directors):

Paul C. Schorr, III (Chairman)

Roger D. Sack

Jones Yorke

Titus W. Greene

J. Alan Cowart

Thomas M. Hontzas

Jesse M. Harrington, III

Petros Vezertzis

Phillip L. Cooley

Paul D. Sonkin

Sardar Biglari

MARCH 30, 2006

Jonathan Dash is elected to the Board.

AUGUST 3, 2006 - Thomas

M. Hontzas resigns from the Board.

MARCH 22, 2006

Sardar Biglari appointed Chairman of the

Board
Salary/Comp \$0

NOVEMBER 28, 2007

Martin S. Fridson is
elected to the Board.

New Board
composition after
November 28, 2007 (6
directors):

Titus W. Greene

Phillip L. Cooley

Jonathan Dash

Sardar Biglari

Kenneth R. Cooper

Martin S. Fridson

**Director
Compensation:**

Sardar Biglari -
\$13,500

Jonathan Dash -
\$11,000

**MARCH 30,
2010** Merger
agreement with
Steak n Shake
approved

**DECEMBER
1, 2005**

Stanley L.
Bozeman, Jr.
resigns.

FEBRUARY 15, 2006 -
Petros Vezertzis and J.
Alan Cowart advise the
Company they will not
stand for reelection when
their current terms expire.

MARCH 21, 2006 - Paul C. Schorr, III, A. Jones Yorke, Roger D. Sack, Jesse M. Harrington, III, Petros Vezertzis and J. Alan Cowart resigned as directors. Additionally, Paul D. Sonkin advised the Company that he will not stand for reelection when his current term expires.

New Board composition after March 21, 2006 (5 directors):

Titus W. Greene

Thomas M. Hontzas

Phillip L. Cooley

Paul D. Sonkin

Sardar Biglari

**Director
Compensation:**

Sardar Biglari -
\$13,000

Jonathan Dash -
\$14,300

**FEBRUARY
28, 2007**

Kenneth R.
Cooper is
elected to
the Board.

**Director
Compensation:**

Sardar Biglari -
\$14,000

Jonathan Dash -
\$11,000

Western Sizzlin

**APRIL 4,
2005**

Initial 13D
filed (under
the name
Shawn

Sedaghat)

May 16,
2007 -
Sardar
Biglari
appointed
President
and CEO

**AUGUST 13,
2007** Peter
M. Dunn
resigns

**AUGUST
17, 2007**
Initial
Sardar
Biglari
13D filed

MARCH 7, 2008 Following the proxy
contest, Sardar Biglari and Philip L.
Cooley were elected to the Board. Alan
B. Gilman and James Williamson, Jr.
were not reelected to the Board.
New Board composition after March 7,
2008 (9 directors):

Wayne L. Kelley

Ruth J. Person

John W. Ryan

Steven M. Schmidt

Edward W. Wilhelm

Geoffrey Ballotti

Fred Risk

Sardar Biglari

Philip L. Cooley

**JUNE 19,
2008** The
Board
appoints
Sardar
Biglari as
Chairman of
the Board.

**NOVEMBER 10,
2008** William
Regan is
appointed to the
Board. Geoffrey
Ballotti resigns
from the Board.

**JANUARY
8, 2009**
Fred Risk
decides not
to stand for
reelection.

**MARCH 16,
2009**
Edward W.
Wilhelm and
Steven M.
Schmidt
decide not
to stand for
reelection.

**September 25,
2008** Jonathan
Dash hired as a
consultant

**March 5,
2010**
Jonathan
Dash
ceases to
be a
consultant

MARCH 22, 2009
Wayne L. Kelley
resigns from the
Board.
New Board
composition
following the annual
meeting held on
April 24, 2009 (5
directors):

Ruth J. Person

John W. Ryan

Sardar Biglari

Philip L. Cooley

William Regan

**NOVEMBER
16, 2009**

Jonathan
Dash, Dash
Acquisitions
cease to be
members of
the Section
13(d) group.

MARCH 30, 2010

Merger
agreement with
Western Sizzlin
approved

**April 9,
2010**

Company
name
changes
to Biglari
Holdings

Steak n Shake

**June 4,
2008**

Jonathan
Dash, Dash
Acquisitions
become
members of
the Section
13(d) group.