

NATHANS FAMOUS INC
Form 8-K
September 15, 2011

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 15, 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: xxx

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 5.07

Submission of Matters to a Vote of Security Holders.

On September 15, 2011, Nathan's Famous, Inc. (the "Company") 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 nine directors was approved based upon the following votes:

| Name | For | Withheld |
|------------------|-----------|----------|
| Robert J. Eide | 3,275,436 | 43,389 |
| Eric Gatoff | 3,042,015 | 276,810 |
| Brian S. Genson | 3,277,293 | 41,532 |
| Barry Leistner | 3,301,654 | 17,171 |
| Howard M. Lorber | 3,027,067 | 291,758 |
| Wayne Norbitz | 3,041,765 | 277,060 |
| Donald L. Perlyn | 3,027,640 | 291,185 |
| A.F. Petrocelli | 3,027,302 | 291,523 |
| Charles Raich | 3,009,414 | 309,411 |

2. A non-binding advisory proposal on the compensation of the Company's named executive officers, as described in the Compensation Discussion and Analysis executive compensation tables and accompanying narrative disclosure in the Company Proxy Statement was approved based on the following votes:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 2,803,797 | 37,313 | 477,715 | 1,394,304 |

3. A non-binding advisory proposal on frequency of the vote on the Company's executive compensation program (every year, every two years or every three years) received the following votes (accordingly the stockholders approved a three year frequency):

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-----------|-----------|-------------|---------|------------------|
| 1,087,261 | 59,573 | 1,169,184 | 474,668 | 1,922,443 |

4. The proposal to ratify the appointment of Grant Thornton LLP as the Company's auditors for fiscal 2012 was approved based on the following votes:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 4,685,705 | 14,183 | 13,241 | 0 |

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 15, 2011

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)