

MORTONS RESTAURANT GROUP INC  
Form S-8 POS  
February 03, 2012

Registration No. 333-140570

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

Post-Effective Amendment No. 1 to Registration Statement No. 333-140570

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**MORTON S RESTAURANT GROUP, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

13-3490149  
(I.R.S. Employer  
Identification No.)

**325 North LaSalle Street, Suite 500**

**Chicago, Illinois 60610**

(Address of Principal Executive Offices) (Zip Code)

**2006 Morton s Restaurant Group, Inc. Stock Incentive Plan**

(Full Title of Plan)

**Tilman J. Fertitta**

**1510 West Loop South**

**Houston, Texas 77027**

(Name and Address of Agent for Service)

**(713) 850-1010**

(Telephone Number, Including Area Code, of Agent For Service)

*Copy to:*

**Arthur S. Berner**

**Haynes and Boone, LLP**

**1221 McKinney Street, Suite 2100**

**Houston, TX 77010-2007**

**(713) 547-2526**

Indicate by check mark whether the registrant is a large accelerated file, an accelerated file, a non-accelerated file, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company



DEREGISTRATION OF SECURITIES

This Post-Effective Amendment (the "Post-Effective Amendment") relates to the Registration Statement on Form S-8 No. 333-140570 (the "Registration Statement") registering 1,789,000 shares of common stock, \$0.01 par value per share (the "Common Stock"), of Morton's Restaurant Group, Inc., a Delaware corporation (the "Company"), reserved for issuance under the 2006 Morton's Restaurant Group, Inc. Stock Incentive Plan.

On December 15, 2011, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with Fertitta Morton's Restaurants, Inc., a Delaware corporation ("Parent"), Fertitta Morton's Acquisition, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent ("Purchaser"), Claim Jumper Acquisition Company, LLC and Fertitta Entertainment, Inc. On February 1, 2012, pursuant to the Merger Agreement, Purchaser was merged with and into the Company (the "Merger"), with the Company surviving the Merger as a direct, wholly-owned subsidiary of Parent. At the effective time of the Merger, each share of Common Stock of the Company issued and outstanding immediately prior to the effective time of the Merger (other than shares owned by Parent, Purchaser or the Company, or any direct or indirect subsidiary of Parent, Purchaser or the Company, and shares of Common Stock held by stockholders who are entitled to and properly exercise appraisal rights under Delaware law) was automatically converted into the right to receive an amount of cash, without interest thereon and less any required withholding taxes, equal to \$6.90 per share.

In connection with the Merger, the Company has terminated all offerings of the Company's securities pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of such offerings, the Company hereby removes from registration all securities of the Company registered under the Registration Statement that remain unsold as of the date of this Post-Effective Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on February 3, 2012.

MORTON S RESTAURANT GROUP, INC.

By: /s/ Steven L. Scheinthal  
Name: Steven L. Scheinthal  
Title: Vice President and Secretary

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Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Tilman J. Fertitta Tilman J. Fertitta	President	February 3, 2012
/s/ Richard H. Liem Richard H. Liem	Vice President and Treasurer	February 3, 2012
/s/ Steven L. Scheinthal Steven L. Scheinthal	Vice President, Secretary and Director	February 3, 2012