CASTLE HARLAN PARTNERS III L P Form SC 13D/A February 03, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO

13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Morton s Restaurant Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 (Title of Class of Securities)

619430101 (CUSIP Number)

Robert Goldstein, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000

(Name, address and telephone number of person authorized to receive notices and communications)

February 1, 2012 (Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition	n which is the subject of this Schedule 13D, and is
filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box	¨.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 13 Pages)

^{*} The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 619	9430101		Page 2 of 13 Pages
(1) NAM	E OF RI	EPORTING PERSONS	
	CK THE	an Partners III, L.P. APPROPRIATE BOX IF A MEMBER OF A GROUP	
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PERSON WITH	(10)	0 SHARED DISPOSITIVE POWER	
(11) AGG	DECAT	0 E AMOUNT RENEEICIALLY OWNED BY EACH DEDODTING DEDSON	

(12)	0 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
(14)	0% TYPE OF REPORTING PERSON
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CUSIP NO. 6194	430101		Page 3 of 13 Pages
(1) NAME	E OF RE	EPORTING PERSONS	
		an Offshore Partners III, L.P. APPROPRIATE BOX IF A MEMBER OF A GROUP	
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(4) SOUR	CE OF	FUNDS OO	
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(12)	0 CHECK BOX IF THE AGGREGATE AMOUNT
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(14)	0% TYPE OF REPORTING PERSON
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CUSIP I	CUSIP NO. 619430101		Page 4 of 13 Pages
(1)	NAME OF RI	EPORTING PERSONS	
(2)		an Affiliates III, L.P. APPROPRIATE BOX IF A MEMBER OF A GROUP	
(3)	SEC USE ON		
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(12)	0 CHECK BOX IF THE AGGREGATE AMOUNT
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(14)	0% TYPE OF REPORTING PERSON
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CUSIP N	NO. 619430101		Page 5 of 13 Pages
(1)	NAME OF RE	EPORTING PERSONS	
(2)	Branford Ca CHECK THE	astle Holdings, Inc. APPROPRIATE BOX IF A MEMBER OF A GROUP	
(3)	SEC USE ON		
(4)	SOURCE OF	FUNDS OO	
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(12)	0 CHECK BOX IF THE AGGREGATE AMOUNT
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CUSIP NO. 61943	P: 30101	age 6 of 13 Pages
(1) NAME (OF REPORTING PERSONS	
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(14)	TYPE OF REPORTING PERSON
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CUSIP N	O. 619430101		Page 7 of 13 Pages
(1)	NAME OF RE	EPORTING PERSONS	
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CUSIP NO. 619430101		Page 8 of 13 Pages	
(1)	NAME OF RE	EPORTING PERSONS	
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(3)	SEC USE ON		
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CUSIP NO. 619430101		ge 9 of 13 Pages
(1) NAME	OF REPORTING PERSONS	
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(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
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(14)	TYPE OF REPORTING PERSON
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CUSIP NO. 619430101		ge 10 of 13 Pages	
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