

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 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.

* 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).

(Continued on following pages)

(Page 1 of 13 Pages)

(1) NAME OF REPORTING PERSONS

Castle Harlan Partners III, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

SHARES 0
(8) SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(10) SHARED DISPOSITIVE POWER

WITH

0
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

(14) TYPE OF REPORTING PERSON

PN

(1) NAME OF REPORTING PERSONS

Castle Harlan Offshore Partners III, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

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(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

SHARES 0
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BENEFICIALLY

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EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(10) SHARED DISPOSITIVE POWER
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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

(14) TYPE OF REPORTING PERSON

PN

(1) NAME OF REPORTING PERSONS

Castle Harlan Affiliates III, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

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Delaware

(7) SOLE VOTING POWER

NUMBER OF

SHARES 0
(8) SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(10) SHARED DISPOSITIVE POWER

WITH

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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

(12) CHECK BOX IF THE AGGREGATE AMOUNT

IN ROW (11) EXCLUDES CERTAIN SHARES

..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

(14) TYPE OF REPORTING PERSON

PN

(1) NAME OF REPORTING PERSONS

Branford Castle Holdings, Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

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(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF

SHARES 0
(8) SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(10) SHARED DISPOSITIVE POWER

WITH

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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
(12) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN SHARES

..
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%
(14) TYPE OF REPORTING PERSON

CO

(1) NAME OF REPORTING PERSONS

Frogmore Forum Family Fund, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

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Delaware

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BENEFICIALLY

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EACH (9) SOLE DISPOSITIVE POWER

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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

(14) TYPE OF REPORTING PERSON

OO

(1) NAME OF REPORTING PERSONS

Castle Harlan Associates III, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

(14) TYPE OF REPORTING PERSON

PN

(1) NAME OF REPORTING PERSONS

Castle Harlan Partners III, G.P., Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%
(14) TYPE OF REPORTING PERSON

CO

(1) NAME OF REPORTING PERSONS

Castle Harlan, Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%
(14) TYPE OF REPORTING PERSON

CO

(1) NAME OF REPORTING PERSONS

Branford Chain, Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

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BENEFICIALLY

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EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(10) SHARED DISPOSITIVE POWER

WITH

0
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(12) 0