

RARE HOSPITALITY INTERNATIONAL INC
Form 8-K
February 23, 2001

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): February 22, 2001

RARE HOSPITALITY INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in Charter)

<u>Georgia</u>	<u>0-19924</u>	<u>58-1498312</u>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

8215 Roswell Rd. Bldg. 600, Atlanta, GA 30350
(Addresses of Principal Executive Offices, including Zip Code)

(770) 399-9595
(Registrant's Telephone Number, including Area Code)

Item 5. Other Events.

On February 22, 2001, RARE Hospitality International, Inc. (the Company) completed the offering and sale (the Offering) of 300,000 shares of its no par value common stock (the Shares) in connection with the exercise by First Union Securities, Inc., as the sole underwriter, of its over-allotment option. The Company received net proceeds of approximately \$7,590,000 from the Offering.

The sale of the Shares was registered with the Securities and Exchange Commission (the Commission) pursuant to a Registration Statement on Form S-3 (File No. 333-54150) (the Registration Statement) filed with the Commission on January 23, 2001 and declared effective by the Commission on January 26, 2001. The Company is filing this Current Report on Form 8-K in order to cause certain information contained herein and in the exhibits hereto to be incorporated into the Registration Statement by reference. By filing this Current Report on Form 8-K, however, the Company does not believe that any of the information set forth herein or in the exhibits hereto represent, either individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(ii) of Regulation S-K) in the information set forth in the Registration Statement.

Item 7. Financial Statements, Pro Forma Financial Information, and Exhibits.

(c) Exhibits.

The following
exhibits are
filed

herewith: **Exhibit No.**

Description

1.1*
Underwriting
Agreement,
dated as of
February 1,
2001, by and
among the
Company and
First Union
Securities,
Inc., as the
underwriter
(incorporated
by reference
from
Exhibit 1.1 of
the Company's
Current
Report on
Form 8-K,
dated
February 9,
2001). 4.8*
Specimen
Stock
Certificate for
the Company's
no par value
Common
Stock
(incorporated
herein by
reference from
Exhibit 4(b) of
the Company's
Annual Report
on Form 10-K
for the year
ended

December 27,
1998). 5.1*
Opinion of
Alston & Bird
LLP, as
counsel to the
Company,
regarding the
legality of the
Shares
(incorporated
by reference
from
Exhibit 5.1 of
the Company's
Current
Report on
Form 8-K,
dated
February 9,
2001). 23.1*
Consent of
Alston & Bird
LLP, as
counsel to the
Company
(included in
Exhibit 5.1). 99.1
Other
Expenses of
Issuance and
Distribution
(as required
by Item 14 of
Form S-3)
(incorporated
by reference
from Exhibit
99.1 of the
Company's
Current
Report on
Form 8-K,
dated
February 9,
2001).

* The exhibit numbers set forth herein correspond to the exhibit list contained in the Registration Statement.

SIGNATURE

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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.

RARE HOSPITALITY INTERNATIONAL, INC.

By: /s/ W. DOUGLAS BENN

Name: W. Douglas Benn

Title:Executive Vice President,
Finance
and Chief Financial OfficerDate:
February 23, 2001