

NATHANS FAMOUS INC  
Form SC 13D/A  
January 03, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 12)1

Nathan's Famous, Inc.

(Name of Issuer)

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

632347100

(CUSIP Number)

Warren G. Lichtenstein  
Steel Partners Holdings L.P.  
590 Madison Avenue, 32nd Floor  
New York, New York 10022  
(212) 520-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

January 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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-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 § 240.13d-7 for other parties to whom copies are to be sent.

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1 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose 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).

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CUSIP NO. 632347100

1 NAME OF REPORTING PERSON

STEEL PARTNERS HOLDINGS L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | - 0 -                    |
|   | 8  | SHARED VOTING POWER      |
|   |    | 445,456                  |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | - 0 -                    |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 445,456                  |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

445,456

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

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

9.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 632347100

1 NAME OF REPORTING PERSON

SPH GROUP LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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9.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 632347100

1 NAME OF REPORTING PERSON

STEEL PARTNERS HOLDINGS GP INC.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 632347100

The following constitutes Amendment No. 12 to the Schedule 13D filed by the undersigned (“Amendment No. 12”). Effective January 1, 2012, as a result of an amendment to a certain management agreement with Steel Partners Holdings L.P., Steel Partners LLC and Warren G. Lichtenstein ceased to have the power to vote and dispose of the securities reported herein and Steel Partners Holdings GP Inc. assumed the power to vote and dispose of such securities. Accordingly, this Amendment No. 12, among other things, (a) removes Steel Partners LLC and Warren G. Lichtenstein as Reporting Persons and (b) adds Steel Partners Holdings GP Inc. as a Reporting Person.

Item 1. Security and Issuer.

Item 1 is hereby amended and restated to read as follows:

This statement relates to the Common Stock, par value \$.01 (the “Shares”), of Nathan’s Famous, Inc. (the “Issuer”). The address of the principal executive offices of the Issuer is One Jericho Plaza, Second Floor – Wing A, Jericho, New York 11753.

Item 2. Identity and Background.

Item 2 is hereby amended and restated to read as follows:

(a) This statement is filed by Steel Partners Holdings L.P., a Delaware limited partnership (“Steel Holdings”), SPH Group LLC, a Delaware limited liability company (“SPHG”), SPH Group Holdings LLC, a Delaware limited liability company (“SPHG Holdings”), and Steel Partners Holdings GP Inc., a Delaware corporation (“Steel Holdings GP”). Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

Steel Holdings owns 99% of the membership interests of SPHG. SPHG is the sole member of SPHG Holdings. Steel Holdings GP is the general partner of Steel Holdings, the managing member of SPHG and the manager of SPHG Holdings. By virtue of these relationships, each of Steel Holdings, SPHG and Steel Holdings GP may be deemed to beneficially own the Shares owned directly by SPHG Holdings. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

Set forth on Schedule A annexed hereto is the name and present principal business, occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted of the executive officers and directors of Steel Holdings GP. To the best of the Reporting Persons’ knowledge, except as otherwise set forth herein, none of the persons listed on Schedule A beneficially owns any securities of the Issuer or is a party to any contract, agreement or understanding required to be disclosed herein.

(b) The principal business address of each of the Reporting Persons is 590 Madison Avenue, 32nd Floor, New York, New York 10022.

(c) Steel Holdings is a global diversified holding company that engages or has interests in a variety of operating businesses through its subsidiary companies. Steel Holdings may seek to obtain majority or primary control, board representation or other significant influence over the businesses in which it holds an interest. The principal business of SPHG Holdings is holding securities for the account of Steel Holdings. The principal business of SPHG is serving as the sole member of SPHG Holdings and other affiliates. The principal business of Steel Holdings GP is serving as the general partner of Steel Holdings, the managing member of SPHG and the manager of SPHG Holdings.





CUSIP NO. 632347100

(d) No Reporting Person nor any person listed on Schedule A has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person nor any person listed on Schedule A has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the individuals who are listed on Schedule A are citizens of the United States of America. Each of the entities who are Reporting Persons are organized under the laws of the State of Delaware.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of the 445,456 Shares owned directly by SPHG Holdings is approximately \$1,441,872, including brokerage commissions. The Shares owned directly by SPHG Holdings were acquired with funds of an affiliated entity that initially purchased the Shares prior to being contributed to SPHG Holdings.

Set forth on Schedule B annexed hereto ("Schedule B") is the aggregate purchase price of the Shares beneficially owned, if any, by each of the persons listed on Schedule A.

SPHG Holdings effects purchases of securities primarily through margin accounts maintained for it with prime brokers, which may extend margin credit to it as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules and the prime brokers' credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 4,947,964 Shares outstanding, which is the total number of Shares outstanding as of December 7, 2011 as reported in Exhibit 99(a)(1)(A) to the Issuer's Schedule TO filed with the Securities and Exchange Commission on December 8, 2011.

As of the close of business on January 2, 2012, SPHG Holdings owned directly 445,456 Shares, constituting approximately 9.0% of the Shares outstanding. By virtue of their relationships with SPHG Holdings, each of Steel Holdings, SPHG and Steel Holdings GP may be deemed to beneficially own the Shares owned directly by SPHG Holdings.

Set forth on Schedule B is the aggregate number and percentage of Shares beneficially owned, if any, by each of the persons listed on Schedule A. Unless otherwise indicated thereon, each of the persons listed on Schedule B has (i) the sole power to vote and dispose of the Shares they beneficially own, if any, and (ii) the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares that they beneficially own, if any.



CUSIP NO. 632347100

Item 5(b) is hereby amended and restated to read as follows:

Each of the Reporting Persons may be deemed to have shared power to vote and dispose of the Shares reported in this statement owned directly by SPHG Holdings.

Item 5(c) is hereby amended to add the following:

(c) There were no transactions in the Shares by the Reporting Persons or the persons listed on Schedule A during the past 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into an agreement with respect to the joint filing of this statement, and any amendment or amendments thereto.

Except as set forth herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

99.1 Joint Filing Agreement by and among Steel Partners Holdings L.P., SPH Group LLC, SPH Group Holdings LLC and Steel Partners Holdings GP Inc., dated January 3, 2012.

99.2

Powers of Attorney.

CUSIP NO. 632347100

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 3, 2012

STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.  
General Partner

By: /s/ Jack L. Howard  
Jack L. Howard, President

SPH GROUP LLC

By: Steel Partners Holdings GP Inc.  
Managing Member

By: /s/ Jack L. Howard  
Jack L. Howard, President

SPH GROUP HOLDINGS LLC

By: Steel Partners Holdings GP Inc.  
Manager

By: /s/ Jack L. Howard  
Jack L. Howard, President

STEEL PARTNERS HOLDINGS GP INC.

By: /s/ Jack L. Howard  
Jack L. Howard, President

CUSIP NO. 632347100

SCHEDULE A

Executive Officers and Directors of Steel Partners Holdings GP Inc.

| Name and Position  | Present Principal Occupation   | Business Address  |
|--|--|---|
| Warren G. Lichtenstein,<br>Chairman, Chief Executive<br>Officer and Director | Chairman and Chief<br>Executive Officer of Steel<br>Partners Holdings GP Inc.,<br>the General Partner of Steel<br>Partners Holdings L.P., a<br>global diversified holding<br>company   | c/o Steel Partners Holdings L.P.<br>590 Madison Avenue, 32nd<br>Floor<br>New York, NY 10022         |
| Jack L. Howard,<br>President, Secretary and<br>Director                      | President of Steel Partners<br>Holdings GP Inc., the<br>General Partner of Steel<br>Partners Holdings L.P., a<br>global diversified holding<br>company, and a principal of<br>Mutual Securities, Inc., a<br>registered broker dealer | c/o Steel Partners Holdings L.P.<br>590 Madison Avenue, 32nd<br>Floor<br>New York, NY 10022         |
| James F. McCabe, Jr.,<br>Chief Financial Officer                             | Chief Financial Officer of<br>Steel Partners Holdings GP<br>Inc., the General Partner of<br>Steel Partners Holdings L.P.,<br>a global diversified holding<br>company   | c/o Steel Partners Holdings L.P.<br>590 Madison Avenue, 32nd<br>Floor<br>New York, NY 10022         |
| Anthony Bergamo,<br>Director   | Vice Chairman of MB Real<br>Estate, a property<br>management company   | c/o MB Real Estate<br>335 Madison Avenue, 14th<br>Floor<br>New York, NY 10017                       |
| John P. McNiff,<br>Director  | Partner of Mera Capital<br>Management LP, a private<br>investment partnership  | c/o Mera Capital Management<br>LP<br>161 Washington Street, Suite<br>1560<br>Conshohocken, PA 19428 |
| Joseph L. Mullen,<br>Director  | Managing Partner of Li<br>Moran International, Inc., a<br>management consulting<br>company   | c/o Li Moran International<br>611 Broadway, Suite 722<br>New York, NY 10012                         |
| General Richard I. Neal,<br>Director   | President of Sisvel US, Inc.<br>and Audio MPEG, Inc.,<br>licensors of intellectual   | c/o Sisvel US, Inc.<br>66 Canal Center Plaza, Suite<br>750  |

property

Alexandria, VA 22314

Allan R. Tessler, Director

Chairman and Chief  
Executive Officer of  
International Financial  
Group, Inc., an international  
merchant banking firm

c/o International Financial  
Group, Inc.  
2500 North Moose Wilson  
Road  
Wilson, WY 83014

CUSIP NO. 632347100

SCHEDULE B

Interest in Securities of the Issuer by the Persons Listed on Schedule A

| Name            | Number of Shares<br>Beneficially Owned | Percentage   | Aggregate Cost |
|-----------------|--|--------------|----------------|
| Anthony Bergamo | 10                                     | Less than 1% | \$18.28        |
| Jack L. Howard  | 105*                                   | Less than 1% | \$1,235.85     |

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\* Owned directly by EMH Howard LLC, an affiliate of Mr. Howard.