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MORTONS RESTAURANT GROUP INC  
Form S-8 POS  
July 31, 2002

As filed with the Securities and Exchange Commission  
on July 31, 2002

Registration No. 333-49626

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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MORTON'S RESTAURANT GROUP, INC.

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(Exact name of registrant as specified in its charter)

Delaware

13-3490149

-----  
(State or other jurisdiction of  
incorporation or organization)

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(I.R.S. Employer  
Identification No.)

3333 New Hyde Park Road, New Hyde Park, New York 11042

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(Address of Principal Executive Offices) (Zip Code)

MORTON'S RESTAURANT GROUP, INC. 2000 STOCK OPTION PLAN

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(Full Title of the Plan)

Thomas J. Baldwin  
Executive Vice President, Chief Financial Officer,  
Assistant Secretary and Treasurer  
Morton's Restaurant Group, Inc.  
3333 New Hyde Park Road  
New Hyde Park, New York 11042  
(516) 627-1515

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(Name, Address and Telephone Number of Agent for Service)

Copy to:  
Marc Weingarten, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022

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DEREGISTRATION OF SECURITIES

Through the filing of this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, filed on November 9, 2000 (the "Registration Statement"), Morton's Restaurant Group, Inc. hereby deregisters any and all securities that were previously registered pursuant to the Registration Statement that have not been sold or otherwise issued as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Hyde Park, State of New York, on this 31 day of July, 2002.

MORTON'S RESTAURANT GROUP, INC.

By: /s/ Thomas J. Baldwin

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Thomas J. Baldwin  
Executive Vice President,  
Chief Financial Officer,  
Assistant Secretary and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated, on this 31 day of July, 2002.

Name, Signature and Title

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/s/ Allen J. Bernstein

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Allen J. Bernstein  
President and Chief Executive Officer  
(principal executive officer)

-----  
/s/ Thomas J. Baldwin

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Thomas J. Baldwin  
Executive Vice President,  
Chief Financial Officer,  
Assistant Secretary and Treasurer  
(principal financial and accounting  
officer)

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/s/ Justin B. Wender

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Justin B. Wender  
Director

/s/ John E. Morningstar

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John E. Morningstar  
Director