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NATHANS FAMOUS INC
Form 8-A12G/A
June 16, 2005

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

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

NATHAN'S FAMOUS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware 11-3166443
(State of Incorporation) (I.R.S. Employer Identification No.)

1400 Old Country Road
Westbury, New York 11590
(Address of Principal Executive Offices)

Securities to be registered pursuant to Section 12(b) of the Act:

None

Securities to be registered pursuant to Section 12(g) of the Act:

TITLE OF EACH CLASS TO BE SO PURCHASED	NAME OF EACH EXCHANGE ON WHICH EACH CLASS IS BEING REGISTERED
Common Stock Purchase Rights	None

ITEM 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

On June 15, 2005, the Board of Directors of Nathan's Famous, Inc., a Delaware corporation (the "Company"), approved an amendment to the Company's existing Third Amended and Restated Rights Agreement, dated as of December 10, 1999, between the Company and American Stock Transfer & Trust Company, as the Rights Agent (the "Rights Agreement"). On June 15, 2005, the Company entered into Amendment No. 1 to the Rights Agreement ("Amendment No. 1"). Amendment No. 1 amends the Rights Agreement to extend the Final Expiration Date of the Rights to June 19, 2010.

A copy of Amendment No. 1 has been filed with the Securities and Exchange Commission as Exhibit 4.1 to the Company's Report on Form 8-K on the date hereof and is incorporated herein by reference. The foregoing description of Amendment

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No. 1 is qualified in its entirety by reference to Amendment No. 1.

A copy of the Rights Agreement was filed with the Securities and Exchange Commission as Exhibit 3 to the Company's Registration Statement on Form 8-A/A on December 10, 1999 and is incorporated herein by reference. Copies of the Rights Agreement and Amendment No. 1 are also available free of charge from the Company.

ITEM 2. EXHIBITS.

- 4.1 Third Amended and Restated Rights Agreement, dated as of December 10, 1999, between Nathan's Famous, Inc. and American Stock Transfer & Trust Company (as Rights Agent), which includes the form of Right Certificate as Exhibit A and the Summary of Rights to Purchase Common Shares as Exhibit B. agent (previously filed as Exhibit 3 to Nathan's Famous, Inc.'s Registration Statement on Form 8-A/A on December 10, 1999 and incorporated herein by reference)
- 4.2 Amendment No. 1 to the Rights Agreement, dated as of June 15, 2005, by and between Nathan's Famous, Inc. and American Stock Transfer & Trust Company (as the Rights Agent) (previously filed as Exhibit 4.1 to Nathan's Famous Inc.'s Current Report on Form 8-K dated June 15, 2005 and incorporated herein by reference)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused the registration statement to be signed on its behalf by the undersigned, thereunder duly authorized.

NATHAN'S FAMOUS, INC.

By: /s/Wayne Norbitz

Wayne Norbitz
President

Dated: June 15, 2005