

APPLEBEES INTERNATIONAL INC
Form SC 13D/A
December 07, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Applebee s International, Inc.

(Name of Company)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

0000853665

(CUSIP Number)

Norman J. Harrison

Breeden Capital Management LLC

100 Northfield Street

Greenwich, Connecticut 06830

(203) 618-0065

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 7, 2007

(Date of Event which Requires Reporting of this Statement)

If the Reporting person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is Reporting 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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* The remainder of this cover page shall be filled out for a reporting person's initial Reporting 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).

CUSIP No. 0000853665

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Breeden Capital Management LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) X

3

SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER
OF
SHARES

0

BENEFICIALLY OWNED 8 SHARED VOTING POWER

0

BY EACH REPORTING PERSON 9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

PERSON 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*

X

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

0%

14 TYPE OF REPORTING PERSON*

OO

CUSIP No. 0000853665

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Breeden Partners (California) L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) X

3

SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7

SOLE VOTING POWER

NUMBER
OF
SHARES

0

8

SHARED VOTING POWER

BENEFICIALLY

OWNED

0

BY

9

SOLE DISPOSITIVE POWER

EACH

REPORTING

0

10

SHARED DISPOSITIVE POWER

PERSON

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*

X

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

0%

14 TYPE OF REPORTING PERSON*

OO

CUSIP No. 0000853665

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Breeden Partners L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒ X

3

SEC USE ONLY

4 SOURCE OF FUNDS*

AF

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 0

9 SOLE DISPOSITIVE POWER

BY
EACH
REPORTING 0

10 SHARED DISPOSITIVE POWER

PERSON
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*

☒ X

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

0%

14 TYPE OF REPORTING PERSON*

OO

CUSIP No. 0000853665

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Breeden Partners Holdco Ltd.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

(b) X

3

SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

0

NUMBER OF
SHARES

8 SHARED VOTING POWER

0

BENEFICIALLY

OWNED BY

EACH
REPORTING

9 SOLE DISPOSITIVE POWER

0

PERSON

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*

x

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

0%

14 TYPE OF REPORTING PERSON*

OO

CUSIP No. 0000853665

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Richard C. Breeden

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒ X

3

SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 ☐ SOLE VOTING POWER

NUMBER
OF
SHARES

0

8 ☐ SHARED VOTING POWER

BENEFICIALLY
OWNED

0

9 ☐ SOLE DISPOSITIVE POWER

BY
EACH
REPORTING

0

10 ☐ SHARED DISPOSITIVE POWER

PERSON
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*

☒ X

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

0%

14 TYPE OF REPORTING PERSON*

IN

This Amendment No. 4 (this Amendment) relates to the Schedule 13D filed by Breeden Capital Management LLC (Breeden Capital) and Richard C. Breeden (together with Breeden Partners (California) L.P., Breeden Partners L.P. and Breeden Partners Holdco Ltd., the Reporting Persons or Breeden Partners) with the Securities and Exchange Commission on September 29, 2006, as previously amended (the Schedule 13D), relating to the common stock, par value \$.01 per share (Common Stock), of Applebee's International, Inc., a Delaware corporation (the Company). Terms defined in the Schedule 13D are used herein with the same meaning. As set forth below, the Reporting Persons no longer beneficially own, or have shared power to vote or direct the vote of, any shares of Common Stock and accordingly this Amendment constitutes the final amendment to the Schedule 13D.

Items 4 and 5 of the Schedule 13D are hereby amended and supplemented to add the following:

Item 4. Purpose of Transaction

Pursuant to the terms of the Agreement and Plan of Merger dated July 15, 2007, between IHOP Corp., CHCH Corp. and the Company, all of the shares of Common Stock held by Breeden Partners were cancelled in exchange for a cash payment, representing the value of the merger consideration of \$25.50 per share multiplied by the number of shares of Common Stock. The cancelled shares included 7,306 non-vested shares granted to Mr. Richard C. Breeden in his capacity as a member of the Board of Directors of the Company.

Item 5. Interests In Securities of the Issuer

(a)-(b) The responses of the Reporting Persons to Rows (7) through (13) on the cover pages of this Schedule 13D are incorporated herein by reference.

The Reporting Persons do not beneficially own, or have shared power to vote or direct the vote of, any shares of Common Stock.

(c) Except as set forth above, no Reporting Persons have effected any transaction in shares of Company Stock during the 60 days preceding the date hereof.

(e) The Reporting Persons ceased to be beneficial owners of all of their shares of Common Stock on November 29, 2007, simultaneously with the closing of the merger described in Item 4 above.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 7, 2007

BREEDEN CAPITAL MANAGEMENT LLC

By: /s/ Richard C. Breeden

Richard C. Breeden

Managing Member

BREEDEN PARTNERS L.P.

By: Breeden Capital Partners LLC, its general partner

By: /s/ Richard C. Breeden

Richard C. Breeden

Managing Member

BREEDEN PARTNERS (CALIFORNIA) L.P.

By: Breeden Capital Partners LLC, its general partner

By: /s/ Richard C. Breeden

Richard C. Breeden

Managing Member

BREEDEN PARTNERS HOLDCO LTD.

By: /s/ Richard C. Breeden

Richard C. Breeden

Director

Breeden Partners (Cayman) Ltd.

By: /s/ Richard C. Breeden
Richard C. Breeden
Director

/s/ Richard C. Breeden
Richard C. Breeden