

EIDE ROBERT J
Form 4
September 20, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EIDE ROBERT J

(Last) (First) (Middle)

810 7TH AVENUE, 18TH
FLOOR, C/O AEGIS CAPITAL

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NATHANS FAMOUS INC [NATH]

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/19/2017		M	(A) Amount (1) 11,361 or (D) A \$ 35.576	19,473 (2)	D	
Common Stock	09/19/2017		F	(A) Amount (3) 5,862 or (D) D \$ 68.95	13,611 (2)	D	
Common Stock					7,500	I	By: Isagen, LLC (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
2010 Stock Incentive Plan (Right to Buy)	\$ 35.576	09/19/2017		M	11,361	<u>(5)</u> 08/05/2019	Common Stock	11,361

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EIDE ROBERT J 810 7TH AVENUE, 18TH FLOOR C/O AEGIS CAPITAL NEW YORK, NY 10019	X

Signatures

/s/ Robert J. Eide 09/20/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were acquired through the exercise of stock options granted on August 6, 2014 pursuant to the Issuer's 2010 Stock Incentive Plan.
- Does not include 250,000 shares held by Lorber Alpha II LP, for which the Reporting Person is an officer and director of its general
- (2) partner and a trustee of the controlling shareholders of such entity. Mr. Eide does not have a pecuniary interest in the shares held by Lorber Alpha II LP.
- (3) Transaction represents withholding of shares based on net exercise to satisfy exercise cost.

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- (4) These shares are owned directly by Isagen, LLC, a limited liability company of which the Reporting Person is the sole member.

These options to purchase shares replaced options to purchase 10,000 shares at an exercise price of \$53.89, in connection with a special cash dividend of the Issuer, and pursuant to Article IV(e) of the Issuer's 2010 Stock Incentive Plan, under which the Issuer's Compensation

- (5) Committee has the authority to make appropriate provisions upon the Issuer's declaration of a special cash dividend. The original options vested in four equal installments beginning on August 6, 2015, and these replacement options have the same vesting terms and expiration date as the original grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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