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APPLEBEES INTERNATIONAL INC
Form S-8 POS
November 29, 2007

As filed with the Securities and Exchange Commission on November 29, 2007

Registration No. 333-105380

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

**POST-EFFECTIVE
AMENDMENT NO. 2
to
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

APPLEBEE'S INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

43-1461763
(I.R.S. Employer
Identification No.)

**4551 West 107th Street
Overland Park, Kansas 66207**
(Address of Principal Executive Offices) (Zip Code)

APPLEBEE'S INTERNATIONAL, INC. 1995 EQUITY INCENTIVE PLAN
(Full title of the plan)

Rebecca R. Tilden
4551 West 107th Street
Overland Park, Kansas 66207

(Name and address of agent for service)

(913) 967-4000

(Telephone number, including area code, of agent for service)

DEREGISTRATION OF SECURITIES

On May 19, 2003, Applebee's International, Inc. (the "Company") filed a registration statement on Form S-8, Registration Number 333-105380, as amended on May 20, 2004 (the "Registration Statement"), with respect to 2,500,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), relating to the Company's 1995 Equity Incentive Plan.

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On July 15, 2007, IHOP Corp., CHLH Corp and the Company entered into an Agreement and Plan of Merger, pursuant to which CHLH Corp. would merge with and into the Company, with the Company as the surviving corporation (the "Merger"). On November 29, 2007, the effective date of the Merger, each share of Common Stock outstanding immediately prior to the Merger (other than shares held in treasury and shares as to which a stockholder has properly exercised appraisal rights) was cancelled and converted into the right to receive \$25.50 in cash.

In connection with the closing of the Merger, all offerings of the Company's Common Stock contemplated pursuant to existing registration statements, including the Registration Statement, have been terminated. In accordance with an undertaking made in the Registration Statement to remove from registration, by means of a post-effective amendment, any securities of the Company which remain unsold at the termination of the offering subject to the Registration Statement, the Company hereby removes from registration all shares of Common Stock registered under the Registration Statement that remain unsold as of the date this Post-Effective Amendment No. 2 to the Registration Statement is filed with the Securities and Exchange Commission.

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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 Post Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on November 29, 2007.

APPLEBEE'S INTERNATIONAL, INC.

By: /s/ Julia A. Stewart

Julia A. Stewart
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed below by the following persons in the capacities indicated on November 29, 2007.

Signature

Title

/s/ Julia A. Stewart

Chief Executive Officer, Director

Julia A. Stewart

(Principal Executive Officer)

/s/ Beverly O. Elving

Senior Vice President, Finance

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Beverly O. Elving

(Principal Financial and
Accounting Officer)

/s/ Thomas G. Conforti

Director

Thomas G. Conforti