

RARE HOSPITALITY INTERNATIONAL INC
Form SC 14D9/A
September 24, 2007

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14D-9

(Amendment No. 4)

(RULE 14d-101)

**Solicitation/Recommendation Statement under
Section 14(d)(4) of the Securities Exchange Act of 1934**

RARE Hospitality International, Inc.
(Name of Subject Company)

RARE Hospitality International, Inc.
(Name of Person(s) Filing Statement)

Common Stock, no par value
(Title of Class of Securities)

753820109
(CUSIP Number of Class of Securities)

W. Douglas Benn

Chief Financial Officer

8215 Roswell Road, Bldg. 600

Atlanta, Georgia 30350

Telephone: (770) 399-9595

(Name, Address, and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of the Person(s) Filing Statement)

With Copies to:

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William H. Avery

Alston & Bird LLP

One Atlantic Center

1201 West Peachtree Street

Atlanta, Georgia 30309

Telephone : (404) 881-7000

Cathy D. Hampton
Vice President, General Counsel and
Corporate Secretary
RARE Hospitality International, Inc.
8215 Roswell Road, Building 600
Atlanta, Georgia 30350
Telephone: (770) 551-5469

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 4 (this Amendment) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (the Statement) originally filed with the Securities and Exchange Commission (the SEC) on August 31, 2007 and amended on September 12, 2007, September 14, 2007 and September 20, 2007, by RARE Hospitality International, Inc., a Georgia corporation (the Company), relating to the tender offer by Surf & Turf Merger Corp., a Georgia corporation and wholly-owned subsidiary of Darden Restaurants, Inc., a Florida corporation, disclosed in a Tender Offer Statement on Schedule TO dated August 31, 2007 and amended on September 14, 2007 and filed with the SEC, to acquire each issued and outstanding share of common stock, no par value, of the Company (the Shares) in exchange for \$38.15 per Share, net to the seller in cash, without interest and subject to any required withholding of taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 31, 2007, and in the related Letter of Transmittal. Capitalized terms used and not otherwise defined in this Amendment shall have the meanings assigned to such terms in the Statement.

Item 8. Additional Information

Item 8 of the Statement is hereby amended by adding the following new paragraph immediately after the last paragraph of the section captioned Convertible Notes Consent Solicitation :

On September 24, 2007, the Company announced that, as of 5:00 p.m., New York City time, on September 21, 2007, the Consent Solicitation had expired and the Company had received sufficient consents from the Holders of the Notes to approve the Registration Rights Agreement Amendment and the Supplemental Indenture.

Item 9. Material to be Filed as Exhibits.

The following exhibits are filed with this Amendment:

| Exhibit No. | Description |
|--------------------|--|
| (a)(8) | Press Release issued by the Company, dated September 24, 2007, announcing the expiration and result of the Consent Solicitation. |

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.

Dated: September 24, 2007

RARE HOSPITALITY INTERNATIONAL, INC.

By: /s/ W. Douglas Benn

(Chief Financial Officer)