

MORTONS RESTAURANT GROUP INC  
Form 8-K  
December 23, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 23, 2011

**Morton s Restaurant Group, Inc.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-12692**  
(Commission  
File Number)

**13-3490149**  
(IRS Employer  
Identification No.)

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325 North LaSalle Street, Suite 500

Chicago, Illinois 60654

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (312) 923-0030

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events**

On December 23, 2011, Morton's Restaurant Group, Inc. (Morton's or the Company) announced that it called for redemption all outstanding shares of its Series A Convertible Preferred Stock, par value \$0.01 per share (the Series A Preferred Stock) on January 23, 2012. The Series A Preferred Stock will be redeemed at a redemption price of \$5.00 per share in cash, without interest, less any applicable tax withholding as may be required by law. The Series A Preferred Stock is currently listed on the New York Stock Exchange under the symbol MRTPra. A copy of the press release and notice of redemption for the Series A Preferred Stock are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| Exhibit No. | Exhibit  |
|-------------|--|
| 99.1        | Press Release issued by the Company dated December 23, 2011                          |
| 99.2        | Notice of Redemption of Series A Convertible Preferred Stock dated December 23, 2011 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Morton s Restaurant Group, Inc.

Date: December 23, 2011

/S/ RONALD M. DINELLA

**Ronald M. DiNella**

**Senior Vice President,**

**Chief Financial Officer**

**And Treasurer**

**Exhibit Index**

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