

CASTLE HARLAN PARTNERS III L P
Form SC 13D/A
February 03, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)**

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Morton s Restaurant Group, Inc.

(Name of Issuer)

**Common Stock, par value \$0.01
(Title of Class of Securities)**

**619430101
(CUSIP Number)**

Robert Goldstein, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000

(Name, address and telephone number of person authorized to receive notices and communications)

February 1, 2012

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for purposes 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).

(Continued on following pages)

(Page 1 of 13 Pages)

(1) NAME OF REPORTING PERSONS

Castle Harlan Partners III, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

(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 BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(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

..

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

0%

(14) TYPE OF REPORTING PERSON

PN

(1) NAME OF REPORTING PERSONS

Castle Harlan Offshore Partners III, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

(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 BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(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

..

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

0%

(14) TYPE OF REPORTING PERSON

PN

(1) NAME OF REPORTING PERSONS

Castle Harlan Affiliates III, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

(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 BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(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

..

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

0%

(14) TYPE OF REPORTING PERSON

PN

(1) NAME OF REPORTING PERSONS

Branford Castle Holdings, Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

(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 BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(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

..

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

0%

(14) TYPE OF REPORTING PERSON

CO

(1) NAME OF REPORTING PERSONS

Frogmore Forum Family Fund, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

(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 BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(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

..

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

0%

(14) TYPE OF REPORTING PERSON

OO

(1) NAME OF REPORTING PERSONS

Castle Harlan Associates III, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

(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 BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(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

..

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

0%

(14) TYPE OF REPORTING PERSON

PN

(1) NAME OF REPORTING PERSONS

Castle Harlan Partners III, G.P., Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

(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 BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(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

..

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

0%

(14) TYPE OF REPORTING PERSON

CO

(1) NAME OF REPORTING PERSONS

Castle Harlan, Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

(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 BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(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

..

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

0%

(14) TYPE OF REPORTING PERSON

CO

(1) NAME OF REPORTING PERSONS

Branford Chain, Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS WC

(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 BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(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

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

0%
(14) TYPE OF REPORTING PERSON

CO

(1) NAME OF REPORTING PERSONS

John K. Castle

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS OO

(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 BY 0
EACH (9) SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
(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

..

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

0%

(14) TYPE OF REPORTING PERSON

IN

CUSIP NO. 619430101

Page 12 of 13 Pages

This Amendment No. 3 (Amendment No. 3) hereby amends the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on February 14, 2006, as amended by Amendment No. 1 filed November 24, 2008 and Amendment No. 2 filed on December 19, 2011 (as so amended, the Schedule 13D) relating to shares (Shares) of the common stock, par value \$0.01 (Common Stock), of Morton s Restaurant Group, Inc. (the Issuer). Capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D, unless otherwise defined herein. This is the final amendment to the Schedule 13D and constitutes an exit filing for the Reporting Persons.

Item 4. Purpose of the Transaction.

Item 4 of the Schedule 13D is hereby amended to include the following:

On February 1, 2012, Purchaser announced the acceptance for payment of all shares validly tendered and not withdrawn in the Offer for a price of \$6.90 per share, net to the seller in cash, without interest and subject to any required withholding taxes. Pursuant to the terms and conditions of the Offer, (i) CHP III, in accordance with the Support Agreement, tendered 4,688,664 shares of Common Stock held by it, (ii) CH Offshore tendered 76,864 shares of Common Stock held by it, (iii) CH Affiliates tendered 78,361 shares of Common Stock held by it, (iv) Branford tendered 31,045 shares of Common Stock held by it, (v) Frogmore tendered 17,846 shares of Common Stock held by it and (vi) Branford Chain tendered 259,100 shares of Common Stock held by it. All shares of Common Stock so tendered were accepted for payment and purchased in the Offer. As a result of the purchase of the shares of Common Stock held by the Reporting Persons in the Offer, the Reporting Persons are no longer the beneficial owners of any shares of Common Stock.

Item 5. Interest in Securities of the Issuer.

Paragraphs (a), (b), (c) and (e) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) As a result of the Offer and subsequent tendering of all shares of Common Stock held by CHP III, CH Offshore, CH Affiliates, Branford, Frogmore and Branford Chain, the Reporting Persons do not have, and may not be deemed to have, beneficial ownership of any shares of Common Stock.

(b) As a result of the Offer and subsequent tendering of all shares of Common Stock held by CHP III, CH Offshore, CH Affiliates, Branford, Frogmore and Branford Chain, the Reporting Persons do not have any voting or dispositive powers with respect to any shares of Common Stock.

(c) Other than the transactions described in this Amendment No. 3, during the period between the filing of Amendment No. 2 on December 19, 2011 and the filing date of this Amendment No. 3, there were no transactions effected in the Common Stock, or securities convertible into, exercisable for or exchangeable for the Common Stock, by the Reporting Persons or any person or entity controlled by the Reporting Persons or any person or entity for which the Reporting Persons possess voting or investment control over the securities thereof.

(e) The Reporting Persons ceased to be the beneficial owners of five percent or more of the Common Stock on February 1, 2012.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 2, 2012

CASTLE HARLAN PARTNERS III, L.P.
By: Castle Harlan Inc., its investment manager

By: /s/ David B. Pittaway, S.M.D.

CASTLE HARLAN ASSOCIATES III, L.P.,
By: Castle Harlan Partners III, G.P., Inc., its general partner

By: /s/ David B. Pittaway, Secy.

CASTLE HARLAN PARTNERS III, G.P., INC.

By: /s/ David B. Pittaway, Secy.

CASTLE HARLAN, INC.

By: /s/ David B. Pittaway, S.M.D.

BRANFORD CASTLE HOLDINGS, INC.

By: /s/ John K. Castle

CASTLE HARLAN OFFSHORE PARTNERS III, LP
By: Castle Harlan Inc., its investment manager

By: /s/ David B. Pittaway, S.M.D.

CASTLE HARLAN AFFILIATES III, L.P.,
By: Castle Harlan Inc., its investment manager

By: /s/ David B. Pittaway, S.M.D.

FROGMORE FORUM FAMILY FUND, LLC

By: /s/ John K. Castle

BRANFORD CHAIN, INC.

By: /s/ David B. Pittaway, Vice Chairman

/s/ John K. Castle
JOHN K. CASTLE