

NATHANS FAMOUS INC
Form 4
April 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NORBITZ WAYNE

(Last) (First) (Middle)

NATHAN'S FAMOUS, INC., ONE
JERICHO PLAZA

(Street)

JERICHO, NY 11753

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NATHANS FAMOUS INC [NATH]

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

04/02/2015

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)
President

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	54,409	D	

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
2010 Stock Incentive Plan (Right to Buy)	\$ 17.75	04/02/2015		D ⁽¹⁾	3,750	⁽¹⁾ 06/05/2016	Common Stock	3,750
2010 Stock Incentive Plan (Right to Buy)	\$ 11.72	04/02/2015		A ⁽¹⁾	5,680	⁽¹⁾ 06/05/2016	Common Stock	5,680

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORBITZ WAYNE NATHAN'S FAMOUS, INC. ONE JERICHO PLAZA JERICHO, NY 11753	X		President	

Signatures

/s/ Wayne Norbitz 04/03/2015

**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).

In connection with the recent special cash dividend of the Issuer, the Issuer's Compensation Committee approved the exchange of options to purchase 3,750 shares at an exercise price of \$17.75 for options to purchase 5,680 shares at an exercise price of \$11.72. Pursuant to

(1) Article IV(e) of the Issuer's 2010 Stock Incentive Plan, the Compensation Committee has the authority to make appropriate provisions upon the Issuer's declaration of a special cash dividend. The original options vested 25% each on the first through fourth anniversaries of June 6, 2011, the grant date, and the new options will 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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2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 12,912,230

SHARES BENEFICIALLY 6 SHARED VOTING POWER

OWNED -0-

BY EACH REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH 12,912,230

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,912,230

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.5%

12 TYPE OF REPORTING PERSON

PN

CUSIP No.
29977G1022

SCHEDULE 13G

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital GenPar, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF 12,912,230

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED -0-

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 12,912,230

WITH

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,912,230

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.5%

12 TYPE OF REPORTING PERSON

PN

Explanation of Responses:

CUSIP No.
29977G1022

SCHEDULE 13G

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital GenPar, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 12,912,230

SHARES 6 SHARED VOTING POWER
BENEFICIALLY OWNED

-0-

BY EACH 7 SOLE DISPOSITIVE POWER
REPORTING PERSON

12,912,230

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,912,230

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.5%

12 TYPE OF REPORTING PERSON

PN

Explanation of Responses:

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sageview Capital MGP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF 12,912,230

SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED

-0-

BY EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON

12,912,230

WITH

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,912,230

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN o
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.5%

12 TYPE OF REPORTING PERSON

OO

Explanation of Responses:

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edward A. Gilhuly

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON
WITH

-0-

6 SHARED VOTING POWER

12,912,230

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

12,912,230

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,912,230

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.5%

12 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON OR
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Scott M. Stuart

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON
WITH

-0-

6 SHARED VOTING POWER

12,912,230

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

12,912,230

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,912,230

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.5%

12 TYPE OF REPORTING PERSON

IN

CUSIP No.
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Item 1. (a) Name of Issuer

EverBank Financial Corp, a Delaware corporation (the "Issuer")

(b) Address of Issuer's Principal Executive Offices

501 Riverside Ave.,
Jacksonville, FL 32202

Item 2. (a) Name of Person Filing

This Statement on Schedule 13G is being filed on behalf of the following persons (each, a "Reporting Person" and collectively, the "Reporting Persons"):

- (i) Sageview Partners L.P. ("Sageview Partners");
- (ii) Sageview Capital GenPar, Ltd. ("Sageview GenPar Ltd.");
- (iii) Sageview Capital GenPar, L.P. ("Sageview GenPar");
- (iv) Sageview Capital MGP, LLC ("Sageview MGP");
- (v) Edward A. Gilhuly; and
- (vi) Scott M. Stuart.

(b) Address of Principal Business Office or, if none, Residence; (c) Citizenship

(i) Sageview Partners is a Delaware limited partnership formed in order to engage in the acquiring, holding and disposing of investments in various companies. The principal business office of Sageview Partners is 55 Railroad Avenue, Greenwich, Connecticut 06830.

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(ii) Sageview GenPar Ltd. is a Cayman Islands exempted limited partnership and the general partner of Sageview Partners. The principal business office of Sageview GenPar Ltd. is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(iii) Sageview GenPar is a Delaware limited partnership formed to be the sole owner of Sageview GenPar Ltd. The principal business office of Sageview GenPar is 55 Railroad Avenue, Greenwich, Connecticut 06830. Sageview MGP is the general partner of Sageview GenPar.

(iv) Sageview MGP is a Delaware limited liability company formed to act as the general partner of Sageview GenPar. The principal business office of Sageview MGP is 55 Railroad Avenue, Greenwich, Connecticut 06830. The managing members and controlling persons of Sageview MGP are Scott M. Stuart and Edward A. Gilhuly.

(v) Mr. Gilhuly is a managing member and controlling person of Sageview MGP. Mr. Gilhuly is a United States citizen whose business address is c/o Sageview Capital, L.P., 245 Lytton Ave, Suite 250, Palo Alto, California 94301. Mr. Gilhuly's principal occupation is to act as Co-President of Sageview Management, LLC.

(vi) Mr. Stuart is a managing member and controlling person of Sageview MGP. Mr. Stuart is a United States citizen whose business address is 55 Railroad Avenue, Greenwich, Connecticut, 06830. Mr. Stuart's principal occupation is to act as Co-President of Sageview Management, LLC.

(vii) As a managing member of Sageview MGP, each of Messrs. Stuart and Gilhuly may be deemed to beneficially own any shares of common stock that Sageview MGP may beneficially own or be deemed to beneficially own. Each such individual disclaims beneficial ownership of such shares. Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the common stock referred to herein for purposes of Section 13(g) of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

(d) Title of Class of Securities

Common stock, par value \$0.01 per share (the "Shares")

(e) CUSIP Number

29977G1022

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Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

All ownership percentages set forth herein assume that there are 122,562,565 Shares outstanding, representing the total number of Shares reported in the Quarterly Report of the Issuer filed on Form 10-Q with the Securities and Exchange Commission (the "SEC") on November 1, 2013.

(a) Amount Beneficially Owned

See row 9 of cover page of each reporting person

(b) Percent of Class

See row 11 of cover page of each reporting person

(c) Number of Shares as to which such person has

(i) sole power to vote or to direct the vote:
See row 5 of cover page of each reporting person

(ii) shared power to vote or to direct the vote:
See row 6 of cover page of each reporting person

(iii) sole power to dispose or to direct the disposition of:
See row 7 of cover page of each reporting person

(iv) shared power to dispose or to direct the disposition of:
See row 8 of cover page of each reporting person

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item
10. Certifications

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2014

SAGEVIEW PARTNERS L.P.

By: Sageview Capital GenPar, Ltd., its General Partner

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Director

SAGEVIEW CAPITAL GENPAR, LTD.

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Director

SAGEVIEW CAPITAL GENPAR, L.P.

By: Sageview Capital MGP, LLC, its General Partner

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Co-President

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SAGEVIEW CAPITAL MGP, LLC

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Co-President

/s/ Scott M. Stuart
SCOTT M. STUART

/s/ Edward A. Gilhuly
EDWARD A. GILHULY

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EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Schedule 13G. This Joint Filing Agreement shall be included as an Exhibit to such joint filing. In evidence thereof, each of the undersigned, being duly authorized, hereby executed this Agreement.

Date: February 14, 2014

SAGEVIEW PARTNERS L.P.

By: Sageview Capital GenPar, Ltd., its General Partner

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Director

SAGEVIEW CAPITAL GENPAR, LTD.

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Director

SAGEVIEW CAPITAL GENPAR, L.P.

By: Sageview Capital MGP, LLC, its General Partner

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Co-President

CUSIP No.
29977G1022

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SAGEVIEW CAPITAL MGP, LLC

By: /s/ Scott M. Stuart
Name: Scott M. Stuart
Title: Co-President

/s/ Scott M. Stuart
SCOTT M. STUART

/s/ Edward A. Gilhuly
EDWARD A. GILHULY
