

MORTONS RESTAURANT GROUP INC  
Form 8-K  
September 26, 2008

**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): September 24, 2008**

**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)

**325 North LaSalle Street, Suite 500**

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

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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 1.01. Entry into a Material Definitive Agreement**

On September 24, 2008, Morton's Restaurant Group, Inc. (the "Company"), entered into the Fourth Amendment and Waiver to the Credit Agreement dated as of September 24, 2008, by and among the Company, Morton's of Chicago, Inc., the parties designated as guarantors therein, and Wachovia Bank, N.A., as administrative agent for the parties designated as lenders under the credit agreement (the "Fourth Amendment to the Credit Agreement"). The Fourth Amendment to the Credit Agreement includes changes which provide flexibility for the Company to repurchase up to a maximum of \$20.0 million of the Company's capital stock over the term of the Credit Agreement (subject to approval by the Company's Board of Directors) by increasing the existing \$10 million cap on such stock repurchases by an additional \$10 million. In addition, the Fourth Amendment to the Credit Agreement includes changes to provisions relating to certain covenant calculations to exclude therefrom certain joint venture transactions that may be entered into by the Company from time to time.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

The following exhibit is furnished herewith:

- 10.19 Fourth Amendment to Credit Agreement by and among Morton's of Chicago, Inc., Morton's Restaurant Group, Inc., the parties designated as guarantors therein, and Wachovia Bank, N. A. as administrative agent for the parties designated as lenders under the credit agreement

**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.

Date: September 26, 2008

Morton s Restaurant Group, Inc.

/s/ RONALD M. DINELLA  
Ronald M. DiNella

Senior Vice President,

Chief Financial Officer

And Treasurer