

OVERTON DAVID
Form SC 13G/A
February 17, 2009

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 9)***

The Cheesecake Factory Incorporated

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

163072101

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the purpose 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).

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CUSIP No. 163072101

1. Names of Reporting Persons.I.R.S. Identification Nos. of above persons (entities only)
David Overton
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
5. Sole Voting Power
4,273,278
6. Shared Voting Power
0
7. Sole Dispositive Power
4,273,278
8. Shared Dispositive Power
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,273,278
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x
11. Percent of Class Represented by Amount in Row (9)
7.1%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Item 1.

- (a) Name of Issuer
The Cheesecake Factory Incorporated
- (b) Address of Issuer's Principal Executive Offices
26901 Malibu Hills Road
Calabasas Hills, CA 91301

Item 2.

- (a) Name of Person Filing
David Overton
- (b) Address of Principal Business Office or, if none, Residence
26901 Malibu Hills Road
Calabasas Hills, CA 91301
- (c) Citizenship
United States
- (d) Title of Class of Securities
Common Stock, \$0.01 par value
- (e) CUSIP Number
163072101

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:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 - 4,273,278
- (b) Percent of class:
 - 7.1%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) 4,273,278
Shared power to vote or to direct the vote
 - (iii) 0
Sole power to dispose or to direct the disposition of
 - (iv) 4,273,278
Shared power to dispose or to direct the disposition of
 - 0

Mr. Overton's beneficial stock ownership excludes 62,137 shares held by Mr. Overton's spouse as trustee for the Sheila A. Overton Living Trust. Mr. Overton has no voting or dispositive power over such shares and disclaims beneficial ownership of such shares. Additionally, Mr. Overton's beneficial stock ownership includes 533,029 shares which he has the right to acquire upon the exercise of options to purchase within 60 days of the date of this filing.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

NOT APPLICABLE

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

NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

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. Certification

NOT APPLICABLE

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.

February 16, 2009
Date

/s/ DAVID OVERTON
Signature

David Overton
Chairman and Chief Executive Officer
Name/Title