

RARE HOSPITALITY INTERNATIONAL INC

Form POSASR

June 01, 2007

As filed with the Securities and Exchange Commission on June 1, 2007

Registration No. 333-141672

**SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**RARE Hospitality International, Inc.**  
(Exact name of Registrant as specified in its charter)

**Georgia**  
(State or Other Jurisdiction of  
Incorporate or Organization)

**58-1498312**  
(I.R.S. Employer  
Identification No.)

**8215 Roswell Road, Bldg. 600  
Atlanta, GA 30350  
Telephone: (770) 399-9595**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**W. Douglas Benn  
Chief Financial Officer  
Rare Hospitality International, Inc.  
8215 Roswell Road, Bldg. 600  
Atlanta, GA 30350  
Telephone: (770) 399-9595**

(Name, address, including zip code, and telephone number, including area code of agent for service)

*With copies to:*

**Cathy D. Hampton  
Vice President, General Counsel and  
Corporate Secretary  
RARE Hospitality International, Inc.  
8215 Roswell Road, Building 600  
Atlanta, Georgia 30350  
Telephone: (770) 551-5469**

**Mark F. McElreath  
Alston & Bird LLP  
90 Park Avenue  
New York, New York 10016  
Telephone: (212) 210-9400  
Facsimile: (212) 210-9444**

**Approximate Date of Commencement of Proposed Sale to the Public:** From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest

reinvestment plans, check the following  
box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

#### EXPLANATORY NOTE

The purpose of this post-effective amendment no. 2 to the registration statement on Form S-3 of RARE Hospitality International, Inc. (Registration No. 333-141672) is to amend the table under the caption "Selling Securityholders" to add the names of selling securityholders who have requested inclusion in the prospectus since March 29, 2007, the date of effectiveness of the registration statement in which the prospectus is contained. This information is provided in the prospectus supplement included in this post-effective amendment.

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**PROSPECTUS SUPPLEMENT NO. 2  
(To Prospectus Dated March 29, 2007)**

**\$125,000,000**

**RARE Hospitality International, Inc.  
2.50% Convertible Senior Notes due 2026**

This prospectus supplement updates the prospectus dated March 29, 2007, which prospectus is included in our registration statement on Form S-3 filed with the Securities and Exchange Commission on March 29, 2007. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including all amendments and supplements thereto.

**Investing in the notes or our common stock involves risks. You should consider carefully the risk factors beginning on page 5 of the prospectus as well as the risk factors relating to our business that are incorporated by reference in the prospectus before investing in the notes.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of the prospectus or this prospectus supplement. Any representation to the contrary is a criminal offense.**

**The date of this prospectus supplement is June 1, 2007**

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The information appearing under the section entitled "Selling Securityholders" in the prospectus is amended and restated by the information appearing below.

### SELLING SECURITYHOLDERS

The notes were originally issued by us in a private placement and were resold by the initial purchasers thereof to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended. Selling securityholders, including any non-sale transferees, pledges or donees or their successors, may from time to time offer and sell any or all of the notes and common stock into which the notes are convertible pursuant to the prospectus and this prospectus supplement.

The selling securityholders may offer all, some or none of the notes or common stock into which the notes are convertible. Because the selling securityholders may offer all or some portion of the notes or the common stock, no estimate can be given as to the amount of the notes or the common stock that will be held by the selling securityholders upon termination of any sales.

Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned that may be Sold	Number of Shares of Common Stock Owned Prior to this Offering <sup>(1)</sup>	Conversion Shares of Common Stock that may be Sold <sup>(2)</sup>	Notes Owned	Shares of Common
				After Completion of this Offering <sup>(3)</sup>	Owned After Completion of this Offering <sup>(3)</sup>
ACE Tempest Reinsurance Ltd. <sup>(17)</sup>	\$ 270,000	6,201	6,201	0	0
Alexandra Global Master Fund Ltd. <sup>(9)</sup>	\$20,000,000	459,380	459,380	0	0
Alpine Associates	\$ 5,564,000	127,799	127,799	0	0
Alpine Associates II, LP	\$ 490,000	11,254	11,254	0	0
Alpine Partners, LP	\$ 824,000	18,926	18,926	0	0
Arkansas PERS	\$ 610,000	14,011	14,011	0	0
Basso Fund Ltd. <sup>(10)</sup>	\$ 150,000	3,445	3,445	0	0
Basso Holdings, Ltd.	\$ 2,190,000	50,302	50,302	0	0
Basso Multi-Strategy Holding Fund Ltd.	\$ 480,000	11,025	11,025	0	0
Boilermakers Blacksmith Pension Trust	\$ 665,000	15,274	15,274	0	0
Calyon S/A	\$ 3,000,000	68,907	68,907	0	0
Canadian Imperial Holdings Inc.	\$ 5,000,000	114,845	114,845	0	0
Chrysler Corporation Master Retirement Trust <sup>(17)</sup>	\$ 1,210,000	27,792	27,792	0	0
Citadel Equity Fund, Ltd. <sup>(13)</sup>	\$35,500,000	815,399	815,399	0	0
Citigroup Global Markets Inc.	\$ 8,000,000	183,752	183,752	0	0
Columbia Convertible Securities Fund	\$ 2,000,000	45,938	45,938	0	0
Daimler Chrysler Corp EMP#1 Pension Plan DTD 4/1/89	\$ 3,496,000	80,299	80,299	0	0
Delaware Public Employees Retirement System <sup>(17)</sup>	\$ 685,000	15,733	15,733	0	0
Delta Airlines Master Trust	\$ 145,000	3,330	3,330	0	0
Delta Air Lines Master Trust CV <sup>(7)</sup>	\$ 210,000	4,823	4,823	0	0



Name of Selling Securityholder	Principal Amount	Number of		Shares of	Shares of
	of Notes	Shares of Common	Conversion	Notes Owned	Stock Owned
	Beneficially	Stock Owned	Shares of Common	After	After
	Owned that may be	Prior to this	Stock that may be	Completion of this	Completion of this
	Sold	Offering <sup>(1)</sup>	Sold <sup>(2)</sup>	Offering <sup>(3)</sup>	Offering <sup>(3)</sup>
Delta Pilots Disability & Survivorship Trust CV <sup>(7)</sup>	\$ 145,000	3,330	3,330	0	0
Five Sticks, LP <sup>(14)</sup>	\$ 180,000	4,134	4,134	0	0
FPL Group Employees Pension Plan	\$ 270,000	6,201	6,201	0	0
F.M. Kirby Foundation, Inc. <sup>(17)</sup>	\$ 215,000	4,938	4,938	0	0
Franklin and Marshall College	\$ 84,000	1,929	1,929	0	0
Froley Revy Alternatives Strategies	\$ 300,000	6,890	6,890	0	0
GLG Market Neutral Fund <sup>(6)</sup>	\$ 10,000,000	229,690	229,690	0	0
Good Steward Trading Co., SPC Class F	\$ 122,000	2,802	2,802	0	0
HFR CA Select Master Trust Fund	\$ 700,000	16,078	16,078	0	0
Highbridge Convertible Arbitrage Master Fund LP <sup>(7)</sup>	\$ 3,950,000	90,727	90,727	0	0
Highbridge International LLC <sup>(8)</sup>	\$ 15,550,000	357,167	357,167	0	0
Institutional Benchmark Series (Master Feeder) Limited in Respect of Electra Series c/o Quattro Fund	\$ 350,000	8,039	8,039	0	0
Institutional Benchmarks Series (Master Feeder) Ltd.	\$ 1,300,000	29,859	29,859	0	0
International Truck & Engine Corporation Non-Contributory Retirement Plan Trust <sup>(17)</sup>	\$ 120,000	2,756	2,756	0	0
International Truck & Engine Corporation Retiree Health Benefit Trust <sup>(17)</sup>	\$ 70,000	1,607	1,607	0	0
International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust <sup>(17)</sup>	\$ 65,000	1,492	1,492	0	0
KBC Financial Products USA Inc. <sup>(15)</sup>	\$ 3,750,000	86,133	86,133	0	0
Linden Capital LP	\$ 4,000,000	91,876	91,876	0	0
Microsoft Capital Group, LP <sup>(17)</sup>	\$ 120,000	2,756	2,756	0	0
National Railroad Retirement Investment Trust <sup>(17)</sup>	\$ 1,010,000	23,198	23,198	0	0
Nuveen Preferred and Convertible Fund JQC	\$ 2,595,000	59,604	59,604	0	0
Nuveen Preferred and Convertible Income Fund JPC	\$ 1,835,000	42,148	42,148	0	0



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OCM Global Convertible Securities Fund <sup>(17)</sup>	\$ 130,000	2,985	2,985	0	0
OCM Convertible Trust <sup>(17)</sup>	\$ 370,000	8,498	8,498	0	0
Partner Reinsurance Company Ltd. <sup>(17)</sup>	\$ 265,000	6,086	6,086	0	0
Partners Group Alternative Strategies PCC Limited, Red Delta Cell c/o Quattro Fund	\$ 500,000	11,484	11,484	0	0

**Principal**