

MORGANS FOODS INC  
Form 8-A12B/A  
August 03, 2012

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

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

MORGAN'S FOODS, INC.  
(Exact name of registrant as specified in its charter)

Ohio 34-0562210  
(State of (IRS  
incorporation Employer  
or Identification  
organization) Number)

4829 Galaxy Parkway, Suite S, Cleveland, Ohio  
(Address of principal executive officers)

44128  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act: NONE

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: \_\_\_\_\_ (if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Preferred Share Purchase Rights  
(Title of class)

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Item 1. Description of Registrant's Securities to be Registered.

On July 31, 2012, the Board of Directors of Morgan's Foods, Inc., an Ohio corporation (the "Company"), amended and restated its Shareholder Rights Agreement (the "Rights Agreement"). The primary effect of the amendment and restatement of the Rights Agreement is to amend the definition of who qualifies as an "Acquiring Person" pursuant to the Agreement. The Rights Agreement now allows James C. Pappas (or any of his associates or affiliates) to beneficially own in the aggregate not more than 27% of the Company's Common Shares issued and outstanding without becoming an Acquiring Person. Mr. Pappas is a director of the Company. The Board initially approved the Shareholder Rights Agreement on April 8, 1999, and amended it on April 14, 2003 and October 2, 2007. A copy of the Rights Agreement has been filed with the Securities and Exchange Commission as an Exhibit to this Registration Statement. A copy of the Rights Agreement, including the exhibits thereto, is available free of charge from the Company. This summary description of the Rights does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement filed herewith.

Item 2. Exhibits.

Exhibit 1: Amended and Restated Shareholder Rights Agreement

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

MORGAN'S FOODS, INC.

Date: August 2, 2012

By: /s/ Kenneth L. Hignett  
Kenneth L. Hignett  
Senior Vice President, Chief Financial  
Officer and Secretary

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EXHIBIT INDEX

Exhibit 1: Amended and Restated Shareholder Rights Agreement