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APPLEBEES INTERNATIONAL INC

Form S-8

June 08, 2007

As filed with the Securities and Exchange Commission on June 8, 2007

Registration No. 333-_____

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

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

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

Delaware
(State or other jurisdiction
of incorporation or organization)

43-1461763
(I.R.S. Employer
Identification No.)

4551 West 107th Street
Overland Park, Kansas 66207
(Address, including zip code, of Principal Executive Offices)

APPLEBEE'S INTERNATIONAL, INC. EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

David L. Goebel
Chief Executive Officer
Applebee's International, Inc.
4551 West 107th Street
Overland Park, Kansas 66207
(913) 967-4000
(Name, address and telephone number of agent for service)

Copy to:
James M. Ash, Esq.
Blackwell Sanders Peper Martin LLP
Plaza Colonnade
4801 Main Street, Suite 1000
Kansas City, Missouri 64112
(816) 983-8000

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed aggre offering
Common Stock, par value \$.01 per share	500,000	\$ 25.88	\$ 12,94

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EXPLANATORY NOTE

This Form S-8 is being filed for the purpose of registering an additional 500,000 shares of Common Stock, par value \$0.01 per share, of the Company for issuance under the Plan. Such Common Stock are additional securities of the same class as other securities for which previous registration statements on Form S-8 were filed with the Securities and Exchange Commission (the "Commission"). Pursuant to General Instruction E of Form S-8, the contents of the following previously filed registration statements and amendments are incorporated by reference herein, except for Items 3, 5 and 8 of such previously filed registration statements, which are replaced and superseded with the Items 3, 5 and 8 set forth in this Registration Statement:

Registration Statement on Form S-8 filed by the Company on December 13, 1996, as amended by Post-Effective Amendment No. 1 filed by the Company on March 12, 2004 (No. 333-17823);

Registration Statement on Form S-8 filed by the Company on October 1, 2001, as amended by Post-Effective Amendment No. 1 filed by the Company on March 12, 2004 (No. 333-70656); and

Registration Statement on Form S-8 filed by the Company on May 16, 2005 (No. 333-124967).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Company are incorporated in this Registration Statement on Form S-8 by reference:

1. The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006;
2. The Company's Quarterly Report on Form 10-Q for the quarter ended April 1, 2007;
3. All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, since December 31, 2006, except for information furnished under Current Reports on Form 8-K, which is not deemed filed and not incorporated herein by reference; and
4. The description of common stock contained in the Company's Registration Statement on Form 8-A effective September 27, 1989, and any further amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all of the securities offered then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such documents.

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Item 5. Interests of Named Experts and Counsel.

Rebecca R. Tilden, Vice President and General Counsel of the Company, will issue an opinion as to the legality of the securities registered hereunder. Ms. Tilden owns 24,792 shares of Common Stock and holds options to purchase 80,999 shares of Common Stock, and stock appreciation rights with respect to 10,000 shares of Common Stock.

Item 8. Exhibits.

- 5 Opinion of Rebecca R. Tilden, counsel to the Company.
- 23.1 Consent of Rebecca R. Tilden (included in Exhibit 5).
- 23.2 Consent of Deloitte & Touche LLP.
- 24 Power of Attorney (included in signature page of Registration Statement).

2.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on June 8, 2007.

APPLEBEE'S INTERNATIONAL, INC.

By: /s/ David L. Goebel

David L. Goebel
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned officers and directors of Applebee's International, Inc., hereby severally constitute David L. Goebel and Rebecca R. Tilden and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, or their duly appointed substitute, as the same may be designated in writing from time to time, to sign for us and in our names in the capacities indicated below, any and all amendments to this Registration Statement on Form S-8, and generally to do all such things in our names and in our capacities as directors to enable Applebee's International, Inc. to comply with the provisions of the Securities Act of 1933, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

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Signature	Title	
/s/ David L. Goebel ----- David L. Goebel	Director, Chief Executive Officer	J
/s/ Steven K. Lumpkin ----- Steven K. Lumpkin	Director, Executive Vice President, Chief Financial and Strategy Officer and Treasurer (Principal Financial Officer)	J
/s/ Beverly O. Elving ----- Beverly O. Elving	Vice President and Controller	J
/s/ Lloyd L. Hill ----- Lloyd L. Hill	Director, Chairman of the Board	J
/s/ Erline Belton ----- Erline Belton	Director	J
/s/ Gina Boswell ----- Gina Boswell	Director	J
3.		
/s/ Richard C. Breeden ----- Richard C. Breeden	Director	J
/s/ Douglas R. Conant ----- Douglas R. Conant	Director	J
/s/ D. Patrick Curran ----- D. Patrick Curran	Director	J
/s/ Eric L. Hansen ----- Eric L. Hansen	Director	J
/s/ Laurence E. Harris ----- Laurence E. Harris	Director	J
/s/ Jack P. Helms ----- Jack P. Helms	Director	J

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/s/ Rogelio Rebolledo

Director

Rogelio Rebolledo

/s/ Burton M. Sack

Director

Burton M. Sack

/s/ Michael A. Volkema

Director

Michael A. Volkema

4.

Index of Exhibits

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