

STEAK & SHAKE CO  
Form 8-A12G/A  
November 10, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549-1004

FORM 8-A/A

Amendment No. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

Pursuant to Section 12(b) or (g) of the

Securities Exchange Act of 1934

THE STEAK n SHAKE COMPANY

(Exact name of registrant as specified in its charter)

|   |                                      |
|---|--------------------------------------|
| <b>Indiana</b>                                    | <b>37-0684070</b>                    |
| (State or other jurisdiction<br>of incorporation) | (IRS Employer Identification Number) |

|   |              |
|---|--------------|
| <b>500 Century Building</b><br><b>36 S. Pennsylvania Street</b><br><b>Indianapolis, Indiana</b> | <b>46204</b> |
| (Address of principal executive<br>offices)   | (Zip Code)   |

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

| <u>Title of each class<br/>to be so registered</u> | <u>Name of each exchange on which<br/>Each class is to be registered</u> |
|--|--|
| Preferred<br>Stock Purchase Rights                 | New York Stock Exchange  |

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(b) 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: N/A

Securities to be registered pursuant to Section 12(g) of the Act: Preferred Stock Purchase Rights

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**ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED**

On February 23, 2005, the Company entered into an Amendment (the "Amendment") to its Rights Agreement, dated as of May 16, 2001, between the Company and Computershare Investor Services, LLC, as rights agent. The Amendment provides that the Rights (as defined in the Rights Agreement) will expire on February 23, 2005.

The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 4.2 hereto and is incorporated by reference herein.

**ITEM 2. EXHIBITS**

Exhibit No. Description

- 4.01 Rights Agreement dated as of May 16, 2001 between The Steak n Shake Company and Computershare Investor Services, LLC, as Rights Agent (incorporated by reference to Exhibit 4.01 to The Steak n Shake Company's current report on Form 8-K filed May 16, 2001).
  - 4.02 Amendment No. 1 to the Rights Agreement, dated May 16, 2001, by and between The Steak n Shake Company and Computershare Investor Services, LLC, as rights agent (incorporated by reference to Exhibit 4.1 to The Steak n Shake Company's Current Report on Form 8-K filed February 23, 2005).
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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 hereunto duly authorized.

**THE STEAK N SHAKE COMPANY**

By: /s/ Jeffrey A. Blade  
Jeffrey A. Blade, Senior Vice President  
and Chief Financial Officer

Dated: February 23, 2005