

FOX & HOUND RESTAURANT GROUP

Form S-8

August 19, 2005

As filed with the Securities and Exchange Commission on August 19, 2005
Registration No. 333-

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

**Form S-8
POST EFFECTIVE AMENDMENT NO. 2 TO FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Fox & Hound Restaurant Group
(formerly Total Entertainment Restaurant Corp.)
(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation or organization)*

52-2016614
*(I.R.S. Employer
Identification No.)*

**1551 North Waterfront Parkway
Wichita, KS 67206
(316) 634-0505**

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

**1997 INCENTIVE AND NONQUALIFIED STOCK OPTION
PLAN OF TOTAL ENTERTAINMENT RESTAURANT CORP.
TOTAL ENTERTAINMENT RESTAURANT CORP.
1997 DIRECTORS' STOCK OPTION PLAN**

(Full Title of Plans)

**Steven M. Johnson
Chief Executive Officer**

**Fox & Hound Restaurant Group
1551 North Waterfront Parkway
Wichita, KS 67206, (316) 634-0505**

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

**Copies to
William R. Wood, II
Foulston Siefkin LLP
1551 North Waterfront Parkway,
Suite 100
Wichita, KS 67202
(316) 267-6371**

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to Be Registered | Aggregate Amount to Be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--|--|--|-----------------------------------|
| Common Stock, par value \$0.01 | | | | |
| 1997 Incentive and Nonqualified Stock Option Plan | 500,000 | \$ 12.93(2) | \$6,465,000(2) | \$ 760.93 |
| 1997 Directors Stock Option Plan | 100,000 | \$ 12.93(2) | \$1,293,000(2) | \$ 152.19 |
| Total | 600,000 | \$ 12.93 | \$7,758,000 | \$ 913.12 |

(1) This Registration Statement also covers such additional and indeterminate number of shares as may become issuable pursuant to the antidilution provisions of the employee benefit plans described herein and as promulgated by Rule 416 of the Securities Act of 1933, as amended.

(2) Estimated solely for the purpose of computing the registration fee required by Section 6(b) of the Securities Act, and

computed pursuant to Rule 457(c) and (h) of the Securities Act of 1933 as amended. The computation was based on the average of the high and low prices of our common stock as reported by the Nasdaq National Market on August 15, 2005 (being within five business days of the date of filing this Amendment).

EXPLANATORY NOTE

Registrant hereby amends its Registration Statement on Form S-8 (File No. 333-91694) filed with the SEC on July 1, 2002, as previously amended by Post Effective Amendment No. 1 (File No. 333-118489) filed with the SEC on August 23, 2004, which are incorporated herein by reference, to increase the number of Registrant's Common Stock available for issuance under the 1997 Incentive and Nonqualified Stock Option Plan (the "Incentive Plan") by 500,000 shares so that a total of 2,500,000 shares will be available under the Incentive Plan and to increase the number of Registrant's Common Stock available for issuance under the 1997 Directors Stock Option Plan (the "Director's Option Plan") by 100,000 shares so that a total of 500,000 shares will be available under the Director's Option Plan.

Item 8. Exhibits

The following exhibits are filed as part of this Form S-8-POS Registration Statement:

| Exhibit No. | Description |
|-------------|---|
| 5.1 | Opinion of Foulston Siefkin LLP. |
| 23.1 | Consent of Foulston Siefkin LLP (contained in Exhibit 5.1). |
| 23.2 | Consent of KPMG LLP. |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 2 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wichita, State of Kansas, on August 19, 2005.

FOX & HOUND RESTAURANT GROUP

By /s/ STEVEN M. JOHNSON
Steven M. Johnson
Chief Executive Officer/Principal
Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1933, this Post Effective Amendment No. 2 Registration Statement has been signed below by the following persons and in the capacities and on the date indicated.

| Signature | Title | Date |
|--|--|-----------------|
| /s/ DENNIS L. THOMPSON | Chairman of the Board | August 19, 2005 |
| Dennis L. Thompson s/ STEVEN M. JOHNSON | Chief Executive Officer and Director (principal executive officer) | August 19, 2005 |
| Steven M. Johnson | | |

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| Signature | Title | Date |
|--|--|-----------------|
| /s/ GARY M. JUDD Gary M. Judd | President and Director | August 19, 2005 |
| /s/ JAMES K. ZIELKE James K. Zielke | Chief Financial Officer, Treasurer, Secretary and Director (principal financial and principal accounting officer) | August 19, 2005 |
| /s/ NESTOR R. WEIGAND, JR. Nestor R. Weigand, Jr. | Director | August 19, 2005 |
| /s/ JAMES T. MORTON James T. Morton | Director | August 19, 2005 |
| /s/ C. WELLS HALL, III C. Wells Hall, III | Director | August 19, 2005 |
| /s/ E. GENE STREET E. Gene Street | Director | August 19, 2005 |
| /s/ JOHN D. HARKEY, JR. John D. Harkey, Jr. | Director | August 19, 2005 |

EXHIBIT INDEX

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