

RARE HOSPITALITY INTERNATIONAL INC  
Form 8-K  
February 23, 2001

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): February 22, 2001

**RARE HOSPITALITY INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Charter)

<u>Georgia</u>	<u>0-19924</u>	<u>58-1498312</u>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

8215 Roswell Rd. Bldg. 600, Atlanta, GA 30350  
(Addresses of Principal Executive Offices, including Zip Code)

(770) 399-9595  
(Registrant's Telephone Number, including Area Code)

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**Item 5. Other Events.**

On February 22, 2001, RARE Hospitality International, Inc. (the Company) completed the offering and sale (the Offering) of 300,000 shares of its no par value common stock (the Shares) in connection with the exercise by First Union Securities, Inc., as the sole underwriter, of its over-allotment option. The Company received net proceeds of approximately \$7,590,000 from the Offering.

The sale of the Shares was registered with the Securities and Exchange Commission (the Commission) pursuant to a Registration Statement on Form S-3 (File No. 333-54150) (the Registration Statement) filed with the Commission on January 23, 2001 and declared effective by the Commission on January 26, 2001. The Company is filing this Current Report on Form 8-K in order to cause certain information contained herein and in the exhibits hereto to be incorporated into the Registration Statement by reference. By filing this Current Report on Form 8-K, however, the Company does not believe that any of the information set forth herein or in the exhibits hereto represent, either individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(ii) of Regulation S-K) in the information set forth in the Registration Statement.

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**Item 7. Financial Statements, Pro Forma Financial Information, and Exhibits.**

(c) Exhibits.

The following  
exhibits are  
filed

herewith: **Exhibit No.**

**Description**

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1.1\*  
Underwriting  
Agreement,  
dated as of  
February 1,  
2001, by and  
among the  
Company and  
First Union  
Securities,  
Inc., as the  
underwriter  
(incorporated  
by reference  
from  
Exhibit 1.1 of  
the Company's  
Current  
Report on  
Form 8-K,  
dated  
February 9,  
2001). 4.8\*  
Specimen  
Stock  
Certificate for  
the Company's  
no par value  
Common  
Stock  
(incorporated  
herein by  
reference from  
Exhibit 4(b) of  
the Company's  
Annual Report  
on Form 10-K  
for the year  
ended

December 27,  
1998). 5.1\*  
Opinion of  
Alston & Bird  
LLP, as  
counsel to the  
Company,  
regarding the  
legality of the  
Shares  
(incorporated  
by reference  
from  
Exhibit 5.1 of  
the Company's  
Current  
Report on  
Form 8-K,  
dated  
February 9,  
2001). 23.1\*  
Consent of  
Alston & Bird  
LLP, as  
counsel to the  
Company  
(included in  
Exhibit 5.1). 99.1  
Other  
Expenses of  
Issuance and  
Distribution  
(as required  
by Item 14 of  
Form S-3)  
(incorporated  
by reference  
from Exhibit  
99.1 of the  
Company's  
Current  
Report on  
Form 8-K,  
dated  
February 9,  
2001).

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\* The exhibit numbers set forth herein correspond to the exhibit list contained in the Registration Statement.

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**SIGNATURE**

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RARE HOSPITALITY INTERNATIONAL, INC.

By: /s/ W. DOUGLAS BENN

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Name: W. Douglas Benn

Title: Executive Vice President,  
Finance  
and Chief Financial Officer  
Date:  
February 23, 2001