

FOX & HOUND RESTAURANT GROUP
Form 8-K
October 05, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of
The Securities Exchange Act of 1934**

October 5, 2005

(Date of earliest event reported)

FOX & HOUND RESTAURANT GROUP

(Exact name of registrant as specified in its charter)

DELAWARE

000-22753

52-2016614 (State or other jurisdiction
of incorporation) (Commission File Number) (IRS Employer Identification No.)

1551 NORTH WATERFRONT PARKWAY, SUITE 310, WICHITA, KANSAS

67206 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(316) 634-0505**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions: Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425) Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12) Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)) Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On October 4, 2005, the same day that Fox & Hound Restaurant Group (the "Company") made a public disclosure of its execution of a letter of intent (the "Letter of Intent") with Levine Leichtman Capital Partners ("LLCP") for the acquisition of the Company's outstanding common stock, Primavera Investors, LLC ("Primavera") filed a Class Action Complaint (the "Complaint") in the Delaware Court of Chancery sitting in New Castle County against the Company; Steven M. Johnson, the Company's director and Chief Executive Officer; Gary M. Judd, the Company's director and President; James K. Zielke, the Company's director and Chief Financial Officer and Secretary; Dennis L. Thompson, C.

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Wells Hall, III, E. Gene Street, John D. Harkey, Jr., Nestor R. Weigand, Jr., and James T. Morton, all directors of the Company; and LLC.

The Complaint, brought on behalf of Primavera and all of the Company's public common stockholders, other than the individual defendants and their immediate family members, alleges that the transaction contemplated in the public disclosure of the Letter of Intent would injure the plaintiffs. In particular, the Complaint alleges that the consideration proposed to be paid to the Company's stockholders would be unfair and inadequate and would result in the Company's senior management benefiting at the expense of the Company's stockholders. The Complaint alleges that the Company's directors have failed to make an informed decision, and have breached their fiduciary duty owed to the Company's stockholders by failing to appropriately evaluate the Company's net worth, obtain the best value for the Company's stockholders, act independently to protect the Company's stockholders, and ensure that no conflicts of interest exist or any conflicts are resolved in the best interest of the Company's stockholders.

In the Complaint, Primavera seeks to preliminarily and permanently enjoin the defendants from engaging in the transaction proposed by the Letter of Intent, obtain an award for the damages to the Company's public stockholders, require the defendants to account for profits or special benefits, and award the plaintiffs their costs and attorneys' fees.

SIGNATURE

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

FOX & HOUND RESTAURANT GROUP

(Registrant)

October 5, 2005

(Date) /s/ **JAMES K. ZIELKE**

James K. Zielke
Chief Financial Officer, Secretary, and Treasurer (Duly Authorized Officer)