

NATHANS FAMOUS INC

Form 3

December 31, 2007

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *Steel Partners II Master Fund
L.P.

(Last) (First) (Middle)

MORGAN STANLEY FUND
SERVICES LTD, CRICKET
SQ FL2 BOUNDARY HALL
HUTCHINS DR

(Street)

BOX 2681 GRAND CAYMAN
KY1-1111, CR

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/28/20073. Issuer Name and Ticker or Trading Symbol
NATHANS FAMOUS INC [NATH]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ Form filed by One Reporting
Person
☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, \$.01 Par Value

1,018,200

I (1) (2)

By Steel Partners II, L.P.

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect
Beneficial Ownership

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(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steel Partners II Master Fund L.P. MORGAN STANLEY FUND SERVICES LTD CRICKET SQ FL2 BOUNDARY HALL HUTCHINS DR BOX 2681 GRAND CAYMAN KY1-1111	Â	Â X	Â	Â
Steel Partners LLC 590 MADISON AVENUE 32ND FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
STEEL PARTNERS II GP LLC 590 MADISON AVENUE 32ND FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

By: Steel Partners II Master Fund L.P., By: Steel Partners II GP LLC, General Partner, By: /s/ Lauren Isenman, as Attorney In Fact for Warren G. Lichtenstein, Managing Member	12/31/2007
**Signature of Reporting Person	Date
By: Steel Partners LLC, By: /s/ Lauren Isenman, as Attorney In Fact for Warren G. Lichtenstein, Manager	12/31/2007
**Signature of Reporting Person	Date
By: Steel Partners II GP LLC, By: /s/ Lauren Isenman, as Attorney In Fact for Warren G. Lichtenstein, Managing Member	12/31/2007
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This Form 3 is being filed due to a reorganization of Steel Partners II, L.P. ("Steel Partners II") and its affiliates, as a result of which Steel Partners II GP LLC ("Steel GP LLC"), Steel Partners II Master Fund L.P. ("Steel Master") and Steel Partners LLC ("Partners LLC") may now be deemed to beneficially own securities of the Issuer owned by Steel Partners II. The securities reported in this Form 3 are owned
- (1) directly by Steel Partners II, and owned indirectly by Steel GP LLC by virtue of it being the general partner of Steel Partners II, by Steel Master by virtue of it being the sole limited partner of Steel Partners II and by Partners LLC by virtue of it being the investment manager of Steel Partners II. The securities reported in this Form 3 continue to be owned indirectly by Warren Lichtenstein who previously jointly filed with Steel Partners II Section 16 filings with respect to securities of the Issuer owned directly by Steel Partners II.
 - (2) Steel GP LLC, Steel Master and Partners LLC disclaim beneficial ownership of the securities owned by Steel Partners II except to the extent of their pecuniary interest therein.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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