

MORTONS RESTAURANT GROUP INC  
Form 8-A12B  
February 08, 2006

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Morton s Restaurant Group, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State of Incorporation or Organization)

**13-3490149**  
(I.R.S. Employer Identification No.)

**325 North LaSalle Street,**

**Suite 500**

**Chicago, Illinois**  
(Address of Principal Executive Offices)

**60610**  
(Zip Code)

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(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

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Securities Act registration statement file number to which this form relates: 333-130072

Securities to be registered pursuant to Section 12(b) 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> |
|--|--|
| Common Stock, par value US\$0.01 per share         | New York Stock Exchange  |

Securities to be registered pursuant to Section 12(g) of the Act: None

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**Item 1. Description of Securities to be Registered.**

The class of securities to be registered hereby is the common stock, \$0.01 par value per share (the **Common Stock** ), of Morton s Restaurant Group, Inc. (the **Registrant** ).

The description of the Common Stock set forth under the caption **Description of Capital Stock** in the Registrant s Registration Statement on Form S-1 (File No. 333-130072) filed with the Securities and Exchange Commission (the **Commission** ) on December 2, 2005, as subsequently amended by amendments to such Registration Statement filed with the Commission and by the form of prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, in connection with such Registration Statement, is hereby incorporated by reference in response to this item.

**Item 2. Exhibits.**

Not Applicable.

**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, thereto duly authorized.

MORTON S RESTAURANT GROUP, INC.

Dated: February 8, 2006

By: /s/ Thomas J. Baldwin  
Name: Thomas J. Baldwin  
Title: Chairman, Chief Executive Officer and President