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MORTONS RESTAURANT GROUP INC
Form S-8 POS
July 31, 2002

As filed with the Securities and Exchange Commission
on July 31, 2002

Registration No. 333-49626

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MORTON'S RESTAURANT GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

13-3490149

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

3333 New Hyde Park Road, New Hyde Park, New York 11042

(Address of Principal Executive Offices) (Zip Code)

MORTON'S RESTAURANT GROUP, INC. 2000 STOCK OPTION PLAN

(Full Title of the Plan)

Thomas J. Baldwin
Executive Vice President, Chief Financial Officer,
Assistant Secretary and Treasurer
Morton's Restaurant Group, Inc.
3333 New Hyde Park Road
New Hyde Park, New York 11042
(516) 627-1515

(Name, Address and Telephone Number of Agent for Service)

Copy to:
Marc Weingarten, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022

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DEREGISTRATION OF SECURITIES

Through the filing of this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, filed on November 9, 2000 (the "Registration Statement"), Morton's Restaurant Group, Inc. hereby deregisters any and all securities that were previously registered pursuant to the Registration Statement that have not been sold or otherwise issued as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Hyde Park, State of New York, on this 31 day of July, 2002.

MORTON'S RESTAURANT GROUP, INC.

By: /s/ Thomas J. Baldwin

Thomas J. Baldwin
Executive Vice President,
Chief Financial Officer,
Assistant Secretary and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated, on this 31 day of July, 2002.

Name, Signature and Title

/s/ Allen J. Bernstein

Allen J. Bernstein
President and Chief Executive Officer
(principal executive officer)

/s/ Thomas J. Baldwin

Thomas J. Baldwin
Executive Vice President,
Chief Financial Officer,
Assistant Secretary and Treasurer
(principal financial and accounting
officer)

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/s/ Justin B. Wender

Justin B. Wender
Director

/s/ John E. Morningstar

John E. Morningstar
Director