

MORGANS FOODS INC  
Form 8-K  
April 21, 2014

**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**

Date of  
Report  
(Date of  
earliest  
event  
reported) April  
15,  
2014

**MORGAN'S  
FOODS,  
INC.**  
(Exact name  
of registrant  
as specified  
in its  
charter)

Ohio 1-08395 34-0562210  
(State or other jurisdiction (Commission Employer  
of incorporation) File Number) Identification  
No.)

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4829  
Galaxy  
Parkway, 44128  
Suite S,  
Cleveland,  
OH  
(Address  
of principal(Zip  
executive Code)  
offices)

Registrant's  
telephone  
number, (216)  
including 359-9000  
area code

(Former  
name or  
former  
address,  
if  
changed  
since  
last  
report.)

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 (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 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))

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**Item 8.01** Other Events.

Legal Action Filed

On April 15, 2014, an alleged shareholder filed a derivative action and a purported class action complaint in the Court of Common Pleas of Cuyahoga County, Ohio (the “Complaint”), relating to the recently announced Agreement and Plan of Merger, dated as of March 30, 2014, by and among Morgan’s Foods, Inc. (“Morgan’s Foods”), Apex Restaurant Management, Inc. (“Apex”), and Apex Brands Foods, Inc., a wholly owned subsidiary of Apex (“Sub”), pursuant to which Morgan’s Foods will become a wholly owned subsidiary of Apex (the “Merger”). The Complaint names Morgan’s Foods, the members of the board of directors of Morgan’s Foods, Apex, and Sub as defendants, and generally alleges that, in connection with approving the Merger, our directors breached their fiduciary duties owed to Morgan’s Foods and its shareholders, and that Apex and Sub aided and abetted the directors’ alleged breaches of fiduciary duty. It also alleges Morgan’s Foods preliminary proxy statement filed with the Securities Exchange Commission on April 4, 2014, omits and misrepresents material information necessary to shareholders in order for them to be able to make a fully informed vote to adopt the Merger. The Complaint seeks, among other things, certification of the case as a class action, an injunction against the consummation of the transaction, rescission or rescissory damages if the Merger is consummated, a judgment against the defendants for damages, and an award of fees, expenses and costs to plaintiffs and their attorneys. Morgan’s Foods and the directors believe the allegations of the Complaint are without merit and intend to vigorously defend the allegations contained in it.

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**SIGNATURES**

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.

**Morgan's Foods, Inc.**

By:     /s/ Kenneth L. Hignett    

Kenneth L. Hignett

Executive Vice President,

Chief Financial Officer & Secretary

Dated:     April 21, 2014