

MORGANS FOODS INC  
Form NT 10-Q  
July 08, 2009

SEC File Number

Cusip Number

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 12b-25  
NOTIFICATION OF LATE FILING**

(Check One)  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form N-SAR  Form N-CSR

For Period Ended: May 24, 2009

Transition Report on  
Form 10-K

Transition Report on  
Form 20-F

Transition Report on  
Form 11-K

Transition Report on  
Form 10-Q

Transition Report on  
Form N-SAR

For the Transition Period  
Ended:

*READ INSTRUCTION (on back page) BEFORE PREPARING FORM. PLEASE PRINT OR TYPE*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I REGISTRANT INFORMATION**

Morgan s Foods, Inc.

Full Name of Registrant

N/A

Former Name if Applicable

4829 Galaxy Parkway, Suite S

Address of Principal Executive Office (*STREET AND NUMBER*)  
Cleveland, OH 44128

City, State and Zip Code

**PART II RULES 12b-25(b) and (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- ␣ (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
  
  - ␣ (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
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(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail the reasons why the Form 10-K, 11-K, 20-F, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Morgan's Foods, Inc. ( Company ) is unable to file its Quarterly Report on Form 10-Q for the quarter ended May 24, 2009 by the prescribed due date of July 8, 2009 without incurring unreasonable effort and expense. The Company requires additional time to complete the analysis of a technical accounting issue related to the classification of its debt as current or non-current. The issue was identified during research into a question raised in a comment letter issued by the SEC on June 11, 2009. Based on the results of this analysis, the Company will be required to restate its financial statements for its report on Form 10-K for the fiscal year ended March 1, 2009 with respect to the classification of its debt. The restatement will be done prior to the filing of the Company's Quarterly Report on Form 10-Q for the quarter ended May 24, 2009. The Company expects to complete this analysis and file its Quarterly Report on Form 10-Q by July 13, 2009.

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

|                    |             |                    |
|--------------------|-------------|--------------------|
| Kenneth L. Hignett | 216         | 359-2102           |
| (Name)             | (Area Code) | (Telephone Number) |

(2) Have all other periodic reports required under Section 13 or 15(d) or the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no identify report(s). Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made:

Morgan's Foods, Inc.  
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 8, 2009

By: /s/ Kenneth L. Hignett

Name: Kenneth L. Hignett  
Title: Senior Vice President, Chief  
Financial Officer & Secretary

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the persons signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

GENERAL INSTRUCTION

1. This form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549 in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.
3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
4. Amendments to the notifications must also be filed on form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amendment notification.
5. ELECTRONIC FILERS. This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T (Section 232.201 or Section 232.202 of this chapter) or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T (Section 232.12(c) of this chapter).