MORTONS RESTAURANT GROUP INC
Form SC 13G/A
February 12, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISISON
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.: 2)*

Morton?s Restaurant Group, Inc

(Name of Issuer)

Common Stock

(Title of Class of Securities)

619430101

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)
[X] Rule 13d-1(c)
[ ] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person?s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934(Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 2 of 8
CUSIP No. 619430101
1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KDI Capital Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [ ]
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina

Number of Shares Beneficially Owned by Each Reporting Person With

5 SOLE VOTING POWER
0

---

6 SHARED VOTING POWER
0

---

7 SOLE DISPOSITIVE POWER
0

---

8 SHARED DISPOSITIVE POWER
0

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0%

12 TYPE OF REPORTING PERSON
OO

Page 3 of 8
CUSIP No. 619430101

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John M. Day

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [ ]
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Number of Shares Beneficially Owned by Each Reporting Person With

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0%

12 TYPE OF REPORTING PERSON
IN

Page 4 of 8
CUSIP No. 619430101

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sheldon M. Fox

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [ ]
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Number of Shares Beneficially Owned by Each Reporting Person With

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0%

12 TYPE OF REPORTING PERSON
IN

Page 5 of 8
CUSIP No. 619430101

Item 1 (a) Name of Issuer: MORTON?S RESTAURANT GROUP, INC.

Item 1 (b) Address of Issuers Principal Executive Offices:
325 North LaSalle Street, Suite 500
Chicago, IL 60610

Item 2 (a) Name of Person Filing:
(i) KDI Capital Partners
(ii) John M. Day
(iii) Sheldon M. Fox

Item 2 (b) Address of the principal business office of each of the persons identified in 2(a) above: 4101 Lake Boone Trail, Suite 218, Raleigh, North Carolina, 27607

Item 2 (c) (i) KDI Capital Partners, LLC is a North Carolina Limited Liability Company
(ii) John M. Day is a citizen of the United States of America
(iii) Sheldon M. Fox is a citizen of the United States of America

Item 2 (d) Common Stock

Item 2 (e) CUSIP Number: 619430101

Item 3 If this statement is filed pursuant to ss.ss.240.13d-1 or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4 (a) Amount beneficially owned:

(i) KDI Capital Partners, LLC, 0
(ii) John M. Day, 0
(iii) Sheldon M. Fox, 0

Item 4 (b) Percent of Class
(i) KDI Capital Partners, LLC, 0%
(ii) John M. Day, 0%
(iii) Sheldon M. Fox, 0%

Item 4 (c) Number of Shares of which such person has:

Page 6 of 8
CUSIP No. 619430101

(i) Sole power to vote or to direct the vote

(a) KDI Capital Partners, LLC, 0
(b) John M. Day, 0
(c) Sheldon M. Fox, 0

(ii) Shared power to vote or to direct the vote
(a) KDI Capital Partners, LLC, 0
(b) John M. Day, 0
(c) Sheldon M. Fox, 0

(iii) Sole power to dispose or to direct the disposition of
(a) KDI Capital Partners, LLC, 0
(b) John M. Day, 0
(c) Sheldon M. Fox, 0

(iv) Shared power to dispose or to direct the disposition of
(a) KDI Capital Partners, LLC, 0
(b) John M. Day, 0
(c) Sheldon M. Fox, 0

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date Hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8 Identification and Classification of Member of the Group

Not Applicable

Item 9 Notice of Dissolution of Group

Not Applicable

CUSIP No. 619430101

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant I any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I Certify that the information set forth in this statement is true, complete And correct.

Dated: February 12, 2009

KDI CAPITAL PARTNERS, LLC*

By: /s/ John M. Day
Managing Member

JOHN M. DAY*

/s/ John M. Day

SHELDON M. FOX*

/s/ Sheldon M. Fox

*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G dated February 12, 2009 relating To the Common Stock of Morton?s Restaurant Group, Inc. shall be filed on behalf of the undersigned.

Dated: February 12, 2009

KDI CAPITAL PARTNERS, LLC*

By: /s/ John M. Day
Managing Member

JOHN M. DAY*

/s/ John M. Day

SHELDON M. FOX*

/s/ Sheldon M. Fox

*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.