

MEXICAN RESTAURANTS INC
Form SC 13D/A
December 02, 2009

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 14)

MEXICAN RESTAURANTS, INC. (CASA)

(Name of Issuer)

Common Stock

(Title of Class of Securities)

14712P104

(CUSIP Number)

David Nierenberg
The D3 Family Funds
19605 NE 8th Street
Camas, WA 98607
(360) 604-8600

With a copy to:

Henry Lesser, Esq.
DLA Piper LLP (US)
2000 University Avenue
East Palo Alto, CA 94303
(650) 833-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 1, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the

following box TM.



1



1 NAME OF REPORTING PERSONS

The D3 Family Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See (a) x
Instructions) (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or
2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	17,500 shares (0.5%)	
PERSON	9	SOLE DISPOSITIVE POWER
WITH		
	0	
	10	SHARED DISPOSITIVE POWER

17,500 shares (0.5%)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 17,500 shares; for all reporting persons as a group, 17,500 shares (0.5%).

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5 %

14 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAME OF REPORTING PERSONS

The D3 Family Bulldog Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See (a)x
Instructions) (b)o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or
2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	0	
PERSON	9	SOLE DISPOSITIVE POWER
WITH		
	0	
	10	SHARED DISPOSITIVE POWER
	0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 0 shares; for all reporting persons as a group, 17,500 shares (0.5 %).

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5 %

14 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

The DIII Offshore Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See (a)x
Instructions) (b)o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or
2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	0	
PERSON	9	SOLE DISPOSITIVE POWER
WITH		
	0	
	10	SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 0 shares; for all reporting persons as a group, 17,500 shares (0.5 %).

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5 %

14 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSONS

Nierenberg Investment Management Company, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See (a) Instructions) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Washington

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	17,500 shares (0.5%)	
PERSON	9	SOLE DISPOSITIVE POWER
WITH		
	0	
	10	SHARED DISPOSITIVE POWER

17,500 shares (0.5%)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 17,500 shares; for all reporting persons as a group, 17,500 shares (0.5 %).

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5 %

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

Nierenberg Investment Management Offshore, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See (a) Instructions) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bahamas

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	0	
PERSON	9	SOLE DISPOSITIVE POWER
WITH		
	0	
	10	SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 0 shares; for all reporting persons as a group, 17,500 shares (0.5 %).

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5 %

14 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSONS

David Nierenberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See (c) x
Instructions) (d) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or
2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	0	
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING	17,500 shares (0.5 %)	
PERSON	9	SOLE DISPOSITIVE POWER
WITH		
	0	
	10	SHARED DISPOSITIVE POWER

17,500 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

For the reporting person listed on this page, 17,500 shares; for all reporting persons as a group, 17,500 shares
(0.5 %).

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See
Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.5 %

14 TYPE OF REPORTING PERSON

IN

This Amendment No.14 to Schedule 13D (this "Amendment") amends the below-indicated items from the Schedule 13D previously filed by or on behalf of the undersigned parties (the "Reporting Persons"), as previously amended (the "Schedule 13D"), by supplementing such Items with the information below. Capitalized terms used without definition in this Amendment have the respective meanings given to them in the Schedule 13D.

Item 2. Identity and Background.

David Nierenberg is hereby added as a Reporting Person; his business address is 19605 NE 8th Street, Camas WA 98607; his principal occupation is President of Nierenberg Investment Management Company, Inc. and Nierenberg Investment Management Offshore, Inc, two of the other Reporting Persons; during the past five years he has not been convicted in a criminal proceeding required to be reported in response to Item 2(d), or a party to a civil proceeding required to be reported in response to Item 2(e), of Schedule 13D; and he is a citizen of the United States of America.

Item 4. Purpose and Transaction

Pursuant to a Stock Sale Agreement dated as of December 1, 2009 (the "Sale Agreement") by and between Michael D. Domec as "Buyer" and each of the Reporting Persons named therein as a "Seller," each Seller has agreed to sell to Buyer, and Buyer has agreed to purchase from such Seller, the number of Shares specified therein for a purchase price of \$2.00 in cash. The Shares to be sold and purchased pursuant to the Sale Agreement collectively comprise all of the outstanding Shares beneficially owned by the Reporting Persons (see Item 5(a)). Such Shares will be sold and purchased (collectively, the "Transaction") at a single closing which is not subject to any material conditions and is expected to occur in the near future. The aggregate purchase price to be received by each Seller for such Seller's Shares is set forth in the Sale Agreement. The full text of the Sale Agreement is filed as Exhibit 1 to this Amendment, is incorporated by reference in response to this Item and qualifies in its entirety the information about the Sale Agreement contained in any Item of this Amendment.

As a result of the Sale Agreement and the Transaction, the Reporting Persons have ceased to be required to file beneficial ownership reports with respect to the Shares under Regulation 13D-G promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934.

Item 5. Interest in Securities of the Issuer.

(a, b) The Reporting Persons, in the aggregate, beneficially own 17,500 Shares, constituting approximately 0.5 % of the Shares. Such 17,500 Shares are not outstanding and comprise Shares which one of the Reporting Persons has the right to acquire pursuant to presently-exercisable options issued by the Company.

(c) During the past 60 days the only transaction entered into by any of the Reporting Persons with respect to the Shares is the execution of the Sale Agreement by the Reporting Persons named therein, applicable to an aggregate of 1,192,956 Shares. The information contained in Item 4 of this Amendment and in Exhibit 1 to this Amendment is incorporated by reference in response to this Item.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information contained in Item 4 of this Amendment and in Exhibit 1 to this Amendment is incorporated by reference in response to this Item.

Item 7. Material to be filed as Exhibits

Exhibit 1 to this Amendment is the Sale Agreement referred to in Item 4.

Exhibit 2 to this Amendment is the Joint Filing Agreement among the Reporting Persons dated March 5, 2008 pursuant to which all of the Reporting Persons have authorized the filing of Schedule 13D's and amendments thereto as a group.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

D3 Family Fund, L.P., and D3 Family Bulldog Fund, L.P.

By: Nierenberg Investment Management
Company, Inc.

Its: General Partner

December 2, 2009

By: /s/ David Nierenberg
David Nierenberg, President

DIII Offshore Fund, L.P.

By: Nierenberg Investment Management
Offshore, Inc.

Its: General Partner

December 2, 2009

By: /s/ David Nierenberg
David Nierenberg, President

Nierenberg Investment Management Company, Inc.

December 2, 2009

By: /s/ David Nierenberg
David Nierenberg, President

Nierenberg Investment Management Offshore, Inc.

December 2, 2009

By: /s/ David Nierenberg
David Nierenberg, President

December 2, 2009

/s/ David Nierenberg
David Nierenberg