

RARE HOSPITALITY INTERNATIONAL INC

Form POSASR

June 01, 2007

As filed with the Securities and Exchange Commission on June 1, 2007

Registration No. 333-141672

**SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 2 TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

RARE Hospitality International, Inc.
(Exact name of Registrant as specified in its charter)

Georgia
(State or Other Jurisdiction of
Incorporate or Organization)

58-1498312
(I.R.S. Employer
Identification No.)

**8215 Roswell Road, Bldg. 600
Atlanta, GA 30350
Telephone: (770) 399-9595**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**W. Douglas Benn
Chief Financial Officer
Rare Hospitality International, Inc.
8215 Roswell Road, Bldg. 600
Atlanta, GA 30350
Telephone: (770) 399-9595**

(Name, address, including zip code, and telephone number, including area code of agent for service)

With copies to:

**Cathy D. Hampton
Vice President, General Counsel and
Corporate Secretary
RARE Hospitality International, Inc.
8215 Roswell Road, Building 600
Atlanta, Georgia 30350
Telephone: (770) 551-5469**

**Mark F. McElreath
Alston & Bird LLP
90 Park Avenue
New York, New York 10016
Telephone: (212) 210-9400
Facsimile: (212) 210-9444**

Approximate Date of Commencement of Proposed Sale to the Public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest

reinvestment plans, check the following
box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

The purpose of this post-effective amendment no. 2 to the registration statement on Form S-3 of RARE Hospitality International, Inc. (Registration No. 333-141672) is to amend the table under the caption "Selling Securityholders" to add the names of selling securityholders who have requested inclusion in the prospectus since March 29, 2007, the date of effectiveness of the registration statement in which the prospectus is contained. This information is provided in the prospectus supplement included in this post-effective amendment.

**PROSPECTUS SUPPLEMENT NO. 2
(To Prospectus Dated March 29, 2007)**

\$125,000,000

**RARE Hospitality International, Inc.
2.50% Convertible Senior Notes due 2026**

This prospectus supplement updates the prospectus dated March 29, 2007, which prospectus is included in our registration statement on Form S-3 filed with the Securities and Exchange Commission on March 29, 2007. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including all amendments and supplements thereto.

Investing in the notes or our common stock involves risks. You should consider carefully the risk factors beginning on page 5 of the prospectus as well as the risk factors relating to our business that are incorporated by reference in the prospectus before investing in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of the prospectus or this prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 1, 2007

The information appearing under the section entitled "Selling Securityholders" in the prospectus is amended and restated by the information appearing below.

SELLING SECURITYHOLDERS

The notes were originally issued by us in a private placement and were resold by the initial purchasers thereof to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended. Selling securityholders, including any non-sale transferees, pledges or donees or their successors, may from time to time offer and sell any or all of the notes and common stock into which the notes are convertible pursuant to the prospectus and this prospectus supplement.

The selling securityholders may offer all, some or none of the notes or common stock into which the notes are convertible. Because the selling securityholders may offer all or some portion of the notes or the common stock, no estimate can be given as to the amount of the notes or the common stock that will be held by the selling securityholders upon termination of any sales.

| Name of Selling Securityholder | Principal Amount of Notes Beneficially Owned that may be Sold | Number of Shares of Common Stock Owned Prior to this Offering ⁽¹⁾ | Conversion Shares of Common Stock that may be Sold ⁽²⁾ | Notes | Shares of Common |
|--|---|--|---|--|--|
| | | | | Owned After Completion of this Offering ⁽³⁾ | Stock Owned After Completion of this Offering ⁽³⁾ |
| ACE Tempest Reinsurance Ltd. ⁽¹⁷⁾ | \$ 270,000 | 6,201 | 6,201 | 0 | 0 |
| Alexandra Global Master Fund Ltd. ⁽⁹⁾ | \$20,000,000 | 459,380 | 459,380 | 0 | 0 |
| Alpine Associates | \$ 5,564,000 | 127,799 | 127,799 | 0 | 0 |
| Alpine Associates II, LP | \$ 490,000 | 11,254 | 11,254 | 0 | 0 |
| Alpine Partners, LP | \$ 824,000 | 18,926 | 18,926 | 0 | 0 |
| Arkansas PERS | \$ 610,000 | 14,011 | 14,011 | 0 | 0 |
| Basso Fund Ltd. ⁽¹⁰⁾ | \$ 150,000 | 3,445 | 3,445 | 0 | 0 |
| Basso Holdings, Ltd. | \$ 2,190,000 | 50,302 | 50,302 | 0 | 0 |
| Basso Multi-Strategy Holding Fund Ltd. | \$ 480,000 | 11,025 | 11,025 | 0 | 0 |
| Boilermakers Blacksmith Pension Trust | \$ 665,000 | 15,274 | 15,274 | 0 | 0 |
| Calyon S/A | \$ 3,000,000 | 68,907 | 68,907 | 0 | 0 |
| Canadian Imperial Holdings Inc. | \$ 5,000,000 | 114,845 | 114,845 | 0 | 0 |
| Chrysler Corporation Master Retirement Trust ⁽¹⁷⁾ | \$ 1,210,000 | 27,792 | 27,792 | 0 | 0 |
| Citadel Equity Fund, Ltd. ⁽¹³⁾ | \$35,500,000 | 815,399 | 815,399 | 0 | 0 |
| Citigroup Global Markets Inc. | \$ 8,000,000 | 183,752 | 183,752 | 0 | 0 |
| Columbia Convertible Securities Fund | \$ 2,000,000 | 45,938 | 45,938 | 0 | 0 |
| Daimler Chrysler Corp EMP#1 Pension Plan DTD 4/1/89 | \$ 3,496,000 | 80,299 | 80,299 | 0 | 0 |
| Delaware Public Employees Retirement System ⁽¹⁷⁾ | \$ 685,000 | 15,733 | 15,733 | 0 | 0 |
| Delta Airlines Master Trust | \$ 145,000 | 3,330 | 3,330 | 0 | 0 |
| Delta Air Lines Master Trust CV ⁽⁷⁾ | \$ 210,000 | 4,823 | 4,823 | 0 | 0 |

| Name of Selling Securityholder | Principal Amount | Number of | | Shares of | Shares of |
|---|-------------------|-------------------------|---------------------|-------------------------|-------------------------|
| | of Notes | Shares of Common | Conversion | Notes Owned | Common Stock Owned |
| | Beneficially | Stock Owned | Shares of Common | After | After |
| | Owned that may be | Prior to this | Stock that may be | Completion of this | Completion of this |
| | Sold | Offering ⁽¹⁾ | Sold ⁽²⁾ | Offering ⁽³⁾ | Offering ⁽³⁾ |
| Delta Pilots Disability & Survivorship Trust CV ⁽⁷⁾ | \$ 145,000 | 3,330 | 3,330 | 0 | 0 |
| Five Sticks, LP ⁽¹⁴⁾ | \$ 180,000 | 4,134 | 4,134 | 0 | 0 |
| FPL Group Employees Pension Plan | \$ 270,000 | 6,201 | 6,201 | 0 | 0 |
| F.M. Kirby Foundation, Inc. ⁽¹⁷⁾ | \$ 215,000 | 4,938 | 4,938 | 0 | 0 |
| Franklin and Marshall College | \$ 84,000 | 1,929 | 1,929 | 0 | 0 |
| Froley Revy Alternatives Strategies | \$ 300,000 | 6,890 | 6,890 | 0 | 0 |
| GLG Market Neutral Fund ⁽⁶⁾ | \$ 10,000,000 | 229,690 | 229,690 | 0 | 0 |
| Good Steward Trading Co., SPC Class F | \$ 122,000 | 2,802 | 2,802 | 0 | 0 |
| HFR CA Select Master Trust Fund | \$ 700,000 | 16,078 | 16,078 | 0 | 0 |
| Highbridge Convertible Arbitrage Master Fund LP ⁽⁷⁾ | \$ 3,950,000 | 90,727 | 90,727 | 0 | 0 |
| Highbridge International LLC ⁽⁸⁾ | \$ 15,550,000 | 357,167 | 357,167 | 0 | 0 |
| Institutional Benchmark Series (Master Feeder) Limited in Respect of Electra Series c/o Quattro Fund | \$ 350,000 | 8,039 | 8,039 | 0 | 0 |
| Institutional Benchmarks Series (Master Feeder) Ltd. | \$ 1,300,000 | 29,859 | 29,859 | 0 | 0 |
| International Truck & Engine Corporation Non-Contributory Retirement Plan Trust ⁽¹⁷⁾ | \$ 120,000 | 2,756 | 2,756 | 0 | 0 |
| International Truck & Engine Corporation Retiree Health Benefit Trust ⁽¹⁷⁾ | \$ 70,000 | 1,607 | 1,607 | 0 | 0 |
| International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust ⁽¹⁷⁾ | \$ 65,000 | 1,492 | 1,492 | 0 | 0 |
| KBC Financial Products USA Inc. ⁽¹⁵⁾ | \$ 3,750,000 | 86,133 | 86,133 | 0 | 0 |
| Linden Capital LP | \$ 4,000,000 | 91,876 | 91,876 | 0 | 0 |
| Microsoft Capital Group, LP ⁽¹⁷⁾ | \$ 120,000 | 2,756 | 2,756 | 0 | 0 |
| National Railroad Retirement Investment Trust ⁽¹⁷⁾ | \$ 1,010,000 | 23,198 | 23,198 | 0 | 0 |
| Nuveen Preferred and Convertible Fund JQC | \$ 2,595,000 | 59,604 | 59,604 | 0 | 0 |
| Nuveen Preferred and Convertible Income Fund JPC | \$ 1,835,000 | 42,148 | 42,148 | 0 | 0 |

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| | | | | | |
|--|------------|--------|--------|---|---|
| OCM Global Convertible Securities Fund ⁽¹⁷⁾ | \$ 130,000 | 2,985 | 2,985 | 0 | 0 |
| OCM Convertible Trust ⁽¹⁷⁾ | \$ 370,000 | 8,498 | 8,498 | 0 | 0 |
| Partner Reinsurance Company Ltd. ⁽¹⁷⁾ | \$ 265,000 | 6,086 | 6,086 | 0 | 0 |
| Partners Group Alternative Strategies PCC Limited, Red Delta Cell c/o Quattro Fund | \$ 500,000 | 11,484 | 11,484 | 0 | 0 |

| Name of Selling Securityholder | Principal Amount | Number of | | Shares of Common | |
|---|--|--|---|--|--|
| | of Notes Beneficially Owned that may be Sold | Shares of Common Stock Owned Prior to this Offering ⁽¹⁾ | Conversion Shares of Common Stock that may be Sold ⁽²⁾ | Notes Owned After Completion of this Offering ⁽³⁾ | Stock Owned After Completion of this Offering ⁽³⁾ |
| Quattro Fund Ltd. | \$ 3,800,000 | 87,282 | 87,282 | 0 | 0 |
| Quattro Multistrategy Masterfund LP | \$ 350,000 | 8,039 | 8,039 | 0 | 0 |
| Qwest Occupational Health Trust ⁽¹⁷⁾ | \$ 85,000 | 1,952 | 1,952 | 0 | 0 |
| Qwest Pension Trust ⁽¹⁷⁾ | \$ 685,000 | 15,733 | 15,733 | 0 | 0 |
| Radcliffe SPC, Ltd. for and on behalf of the Class A Segregated Portfolio ⁽¹⁸⁾ | \$ 3,000,000 | 68,907 | 68,907 | 0 | 0 |
| Rampart Enhanced Convertible Divestors, LLC | \$ 626,000 | 14,378 | 14,378 | 0 | 0 |
| RBC Capital Markets | \$ 4,000,000 | 91,876 | 91,876 | 0 | 0 |
| San Diego County Employees Retirement Association | \$ 1,800,000 | 41,344 | 41,344 | 0 | 0 |
| Silvercreek Limited Partnership | \$ 9,000,000 | 206,721 | 206,721 | 0 | 0 |
| Silvercreek II Limited | \$ 6,000,000 | 137,814 | 137,814 | 0 | 0 |
| State of Oregon Equity Trust for the Defined Benefit Plans of ICI American Holdings, Inc. ⁽¹⁷⁾ | \$ 195,000 | 4,478 | 4,478 | 0 | 0 |
| UnumProvident Corporation ⁽¹⁷⁾ | \$ 175,000 | 4,019 | 4,019 | 0 | 0 |
| Vanguard Convertible Securities Fund, Inc. ⁽¹⁷⁾ | \$ 2,210,000 | 50,761 | 50,761 | 0 | 0 |
| Vicis Capital Master Fund ⁽¹⁶⁾ | \$ 6,000,000 | 137,814 | 137,814 | 0 | 0 |
| Virginia Retirement System ⁽¹⁷⁾ | \$ 960,000 | 22,050 | 22,050 | 0 | 0 |
| Wachovia Capital Markets LLC | \$ 4,500,000 | 103,360 | 103,360 | 0 | 0 |
| Zazove Convertible Arbitrage Fund L.P. | \$ 1,300,000 | 29,859 | 29,859 | 0 | 0 |
| Zazove Hedged Convertible Fund, L.P. | \$ 2,600,000 | 59,719 | 59,719 | 0 | 0 |
| Total ⁽⁴⁾ | \$187,516,000 | 4,307,028 | 4,307,028 ⁽⁵⁾ | 0 | 0 |

(1) Includes common stock into which the notes are convertible.

(2) Assumes conversion of the notes into shares of common stock at a conversion rate of 22.9690 shares of common stock per each \$1,000 principal amount of notes. The conversion rate and the number of shares of common stock issuable upon conversion of the notes is subject to adjustment under certain circumstances. See Description of Notes Conversion Rights in the prospectus. Accordingly, the number of shares of common stock issuable upon conversion of the notes may increase or decrease from time to time.

- (3) We do not know when or in what amounts a selling securityholder may offer the notes or shares of common stock for sale. The selling securityholders might not sell any or all of the notes or shares of common stock offered by the prospectus and this prospectus supplement. Because the selling securityholders may offer all or some of the notes or shares of common stock pursuant to the prospectus and this prospectus supplement, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the notes or shares of common stock, we cannot estimate the number of the notes or shares of common stock that will be held by the selling securityholders after completion of this offering. However, for purposes of this table, we have assumed that, after completion of the offering pursuant to the prospectus and this prospectus supplement, none of the notes or shares of common stock covered by the prospectus and this prospectus supplement will be held by the selling securityholders.

- (4) Information about additional selling securityholders will be set forth in further amendments to the registration statement of which this prospectus supplement is a part or in post-effective amendments to the prospectus before those securityholders make any offers or sales pursuant to the prospectus and this prospectus supplement. We have assumed that any other selling securityholders, or any non-sale future transferee, pledge, donee or successor of any such other selling securityholders, do not beneficially own any shares of our common stock other than the shares of common stock issuable upon conversion of the notes. The information included with respect to each selling securityholder included in this table, and the aggregate principal amount of notes owned by each selling securityholder, have been so included in reliance on information provided to us by such selling securityholder. We have received questionnaires from selling securityholders representing notes in an aggregate principal amount in excess of the amount that we issued in the private placement. We cannot verify whether any questionnaires were received from selling securityholders who have subsequently sold their notes, and therefore have included in the table all selling securityholders from whom we received questionnaires.
- (5) We will issue cash for all fractional shares of common stock based on the closing sale price of the common stock on the trading day immediately preceding the conversion date.
- (6) GLG Market Neutral Fund is a publicly owned company listed on the Irish Stock Exchange. GLG Partners LP, an English limited partnership, acts as the investment manager of the fund and has voting and dispositive power over the securities held by the fund. The general partner of GLG Partners LP is GLG Partners Limited, an English limited company. The shareholders of GLG Partners Limited are Noam Gottesman, Pierre Lagrange, Jonathan Green, Philippe Jabre and Lehman Brothers (Cayman) Limited, a subsidiary of Lehman Brothers Holdings, Inc., a publicly-held entity. The managing directors of GLG Partners Limited are Noam Gottesman, Pierre Lagrange and Emmanuel Roman and, as a result, each has voting and dispositive power over the securities held by the fund. GLG Partners LP, GLG Partners Limited, Noam Gottesman, Pierre Lagrange and Emmanuel Roman disclaim beneficial ownership of the securities held by the fund, except for their pecuniary interest therein.
- (7) Highbridge Capital Management, LLC is the trading manager of Highbridge Convertible Arbitrage Master Fund LP and has voting control and investment discretion over the securities held by Highbridge Convertible Arbitrage Master Fund LP. Glenn Dubin and Henry Swieca control Highbridge Capital Management, LLC and have voting control and investment discretion over the securities held by Highbridge Convertible Master Fund LP. Each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of the securities held by Highbridge Convertible Arbitrage Master Fund LP.
- (8) Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC and has voting control and investment discretion over the securities held by Highbridge International LLC. Glenn Dubin and Henry Swieca control Highbridge Capital Management, LLC and have voting control and investment discretion over the securities held by Highbridge International LLC. Each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of the securities held by Highbridge International LLC.
- (9) Alexandra Investment Management, LLC, a Delaware limited liability company (Alexandra), serves as investment adviser to Alexandra Global Master Fund Ltd. (beneficial owner). By reason of such relationship, Alexandra may be deemed to share dispositive power or investment control over the shares of common stock stated as beneficially owned by Alexandra Global Master Fund Ltd. Alexandra disclaims beneficial ownership of such shares of common stock. Mikhail A. Filimonov (Fliimonov) is a managing member of Alexandra. By reason of such relationship, Filimonov may be deemed to share dispositive power or investment control over the shares of common stock stated as beneficially owned by Alexandra Global Master Fund Ltd. Filimonov disclaims beneficial ownership of such shares of common stock.
- (10)

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Basso Capital Management, L.P. (Basso) is the Investment Manager to Basso Fund Ltd. Howard Fischer is a managing member of Basso GP LLC, the General Partner of Basso. Mr. Fischer has ultimate responsibility for trading with respect to Basso Fund Ltd. Mr. Fischer disclaims ultimate beneficial ownership of the shares.

- (11) Basso is the Investment Manager to Basso Holdings Ltd. Howard Fischer is a managing member of Basso GP LLC, the General Partner of Basso. Mr. Fischer has ultimate responsibility for trading with respect to Basso Holdings Ltd. Mr. Fischer disclaims ultimate beneficial ownership of the shares.
- (12) Basso is the Investment Manager to Basso Multi-Strategy Holding Fund Ltd. Howard Fischer is a managing member of Basso GP LLC, the General Partner of Basso. Mr. Fischer has ultimate responsibility for trading with respect to Basso Multi-Strategy Holding Fund Ltd. Mr. Fischer disclaims ultimate beneficial ownership of the shares.
- (13) Citadel Limited Partnership (CLP) is the trading manager of Citadel Equity Fund Ltd., and consequently has investment discretion over securities held by Citadel Equity Fund Ltd. Citadel Investment Group, LLC (CIG) controls CLP. Kenneth C. Griffin controls CIG and therefore has ultimate investment discretion over securities held

by Citadel Equity Fund Ltd. CLP, CIG, and Mr. Griffin each disclaim beneficial ownership of the shares held by Citadel Equity Fund Ltd.

- (14) Basso is the Investment Manager to Five Sticks, L.P. Howard Fischer is a managing member of Basso GP LLC, the General Partner of Basso. Mr. Fischer has ultimate responsibility for trading with respect to Five Sticks, L.P. Mr. Fischer disclaims ultimate beneficial ownership of the shares.
- (15) KBC Financial Products USA Inc. is a direct wholly-owned subsidiary of KBC Financial Holdings, Inc., which in turn is a direct wholly-owned subsidiary of KBC Bank N.V., which in turn is a direct wholly-owned subsidiary of KBC Group N.V., a publicly traded entity.
- (16) Vicis Capital LLC is the investment manager of Vicis Capital Master Fund. Shad Stastney, John Succo and Sky Lucas control Vicis Capital LLC equally, but disclaim individual ownership of the shares.
- (17) Oaktree Capital Management LLC is the investment manager of the Selling Securityholder with respect to the aggregate principal amount of securities listed herein. It does not own any equity interest in such Selling Securityholder, but has voting and dispositive power over the aggregate principal amount of the securities listed next to such Selling Securityholder's name. Lawrence Keele is a principal of Oaktree Capital Management LLC and is the portfolio manager for the Selling Securityholder. Mr. Keele, Oaktree Capital Management LLC and all employees and members of Oaktree Capital Management LLC disclaim beneficial ownership of the shares held by the Selling Securityholder, except for their pecuniary interest therein.
- (18) Pursuant to an investment management agreement, RG Capital Management, L.P. (RG Capital) serves as the investment manager of Radcliffe SPC, Ltd.'s Class A Segregated Portfolio. RGC Management Company, LLC (Management) is the general partner of RG Capital. Steve Katznelson and Gerald Stahlecker serve as the managing members of Management. Each of RG Capital, Management and Messrs. Katznelson and Stahlecker disclaims beneficial ownership of the Class A Segregated Portfolio.

\$125,000,000
2.50% Convertible Senior Notes due 2026

PROSPECTUS SUPPLEMENT

June 1, 2007

PROSPECTUS

March 29, 2007

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

| | |
|--|------------------|
| Securities and Exchange Commission Registration Fee* | \$ 3,837.50 |
| Accounting Fees and Expenses | 12,000.00 |
| Legal Fees and Expenses | 15,000.00 |
| Printing Expenses | 5,000.00 |
| Miscellaneous Expenses | \$ 2,000.00 |
| Total | \$ 37,837.50 |

* Previously paid with filing of initial registration statement.

The foregoing items payable by the Registrant in connection with the registration and issuance of the securities being registered hereunder, except for the Securities and Exchange Commission registration fee, are estimated. We will pay all of the above expenses.

Item 15. Indemnification of Directors and Officers

Article IX of the Registrant's By-laws, as amended (Article IX), provides that the Registrant is required to indemnify and hold harmless any individual who is made a party to a threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because he is or was a director or officer against liability incurred in the proceeding if he acted in a manner he believed in good faith to be in or not opposed to the best interests of the Registrant and, in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. A person's conduct with respect to an employee benefit plan for a purpose he believed in good faith to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement for indemnification.

The Registrant shall not indemnify a person under Article IX in connection with (i) a proceeding by or in the right of the Registrant in which such person was adjudged liable to the Registrant, unless, and then only to the extent that a court of competent jurisdiction acting pursuant to Article IX or Section 14-2-854 of the Georgia Business Corporation Code, determines that, in view of the circumstances of the case, the indemnitee is fairly and reasonably entitled to indemnification, or (ii) any proceeding in which such person was adjudged liable on the basis that he improperly received a personal benefit, unless, and then only to the extent that, a court of competent jurisdiction acting pursuant to Article IX or Section 14-2-854 of the Georgia Business Corporation Code determines that, in view of the circumstances of the case, such person is fairly and reasonably entitled to indemnification.

Indemnification permitted under Article IX in connection with a proceeding by or in the right of the Registrant shall include reasonable expenses, penalties, fines (including an excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement in connection with the proceeding, but, unless ordered by a court, shall not include judgments.

Regardless of whether a proposed indemnitee has met the applicable standard of conduct set forth in Article IX, the Registrant shall not indemnify a person under Article IX for any liability incurred in a proceeding in which the person is adjudged liable to the Registrant or is subjected to injunctive relief in favor of the Registrant:

- (i) for any appropriation, in violation of his duties, of any business opportunity of the Registrant;
- (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law;
- (iii) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code; or for any transaction from which he received an improper personal benefit.

Item 16. Exhibits

The following exhibits are filed as part of this post-effective amendment no. 2 to the registration statement.

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|---|
| 4.1 | Indenture, dated as of November 22, 2006, between RARE Hospitality International, Inc. and The Bank of New York Trust Company, N.A., as Trustee (relating to RARE s \$125,000,000 of 2.50% Convertible Senior Notes due November 15, 2026) (incorporated by reference from Exhibit 4.1 to the current report on Form 8-K filed by RARE Hospitality International, Inc. on November 24, 2006) |
| 4.2 | Registration Rights Agreement, dated as of November 22, 2006, between RARE Hospitality International, Inc. and Wachovia Capital Markets, LLC, as representative of the initial Purchasers named in the Purchase Agreement dated November 16, 2006 (incorporated by reference from Exhibit 4.2 to the current report on Form 8-K filed by RARE Hospitality International, Inc. on November 24, 2006) |
| 4.3 | Form of 2.50% Convertible Senior Note due November 15, 2026 (included in Exhibit 4.1) |
| 5.1 | Opinion of Alston & Bird LLP regarding legality of the Securities (previously provided with the Registrant s registration statement on Form S-3 filed with the SEC on March 29, 2007) |
| 12 | Statement of the Computation of the Ratio of Earnings to Fixed Charges (incorporated by reference from Exhibit 12.1 to the annual report on Form 10-K filed by RARE Hospitality International, Inc. on March 1, 2007) |
| 23.1 | Consent of Alston & Bird LLP (included in Exhibit 5.1) |
| 23.2 | Consent of KPMG LLP, Independent Registered Public Accounting Firm (previously provided with the Registrant s registration statement on Form S-3 filed with the SEC on March 29, 2007) |
| 25.1 | Statement of Eligibility of Trustee on Form T-1 (previously provided with the Registrant s registration statement on Form S-3 filed with the SEC on March 29, 2007) |

Item 17. Undertakings

A. Rule 415 Offering

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of Securities offered (if the total dollar value of Securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

II-2

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

B. Subsequent Documents Incorporated By Reference

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the Securities offered therein, and the offering of such Securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Indemnification of Officers, Directors and Controlling Persons

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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-3 and has duly caused this post-effective amendment no. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on June 1, 2007.

RARE HOSPITALITY INTERNATIONAL, INC.

By: /s/ W. Douglas Benn

W. Douglas Benn
Executive Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment no. 1 to the registration statement has been signed by the following persons in the capacities indicated on June 1, 2007:

| <u>Name</u> | <u>Title</u> |
|--|---|
| * | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) |
| Philip J. Hickey, Jr. /s/ W. Douglas Benn | Executive Vice President, Finance and Chief Financial Officer |
| W. Douglas Benn * | Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer) |
| Benjamin A. Waites * | Director |
| Roger L. Boeve * | Director |
| Carolyn H. Byrd * | Director |
| Don L. Chapman * | Director |
| James D. Dixon * | Director |
| Dick R. Holbrook * | Director |
| Lewis H. Jordan * | President, Chief Operating Officer and Director |
| Eugene I. Lee, Jr. * | Director |

Ronald W. San Martin

* By: /s/ W. Douglas Benn

W. Douglas Benn
Attorney-in-Fact