

FOX & HOUND RESTAURANT GROUP
Form 8-K
January 03, 2006

**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**

December 29, 2005
(Date of earliest event reported)

FOX & HOUND RESTAURANT GROUP

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

000-22753
(Commission File Number)

52-2016614
(IRS Employer Identification No.)

**1551 NORTH WATERFRONT PARKWAY, SUITE 310,
WICHITA, KANSAS**

(Address of principal executive offices)

67206

(Zip Code)

Registrant's telephone number, including area code: **(316) 634-0505**

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12(b) 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))

Item 1.01 Entry into a Material Definitive Agreement

On December 29, 2005, an Agreement and Plan of Merger was entered into by and among Fox & Hound Restaurant Group, Fox Acquisition Company and F & H Finance Corp.

On December 29, 2005, the Company granted to each of John H. Harkey, Jr., C. Wells Hall, III, and James T. Morton, who comprise the Special Committee of the Board of Directors of the Company, an increase in compensation for service on the special committee from \$50,000 to

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\$75,000.

On December 29, 2005, the Company granted to Steven M. Johnson, Gary M. Judd, James K. Zielke, and Kenneth C. Syvarth, executive officers of the Company, a bonus in aggregate amount of \$100,000, to be apportioned among such officers proportionately based upon their respective annual base compensation for the Company's 2005 fiscal year.

Item 8.01 Other Events

Refer to press release Exhibit 99.2

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1. Agreement and Plan of Merger by and among Fox & Hound Restaurant Group, Fox Acquisition Company and F & H Finance Corp. dated December 29, 2005.

Exhibit 99.2. Press release dated December 30, 2005

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOX & HOUND RESTAURANT GROUP

(Registrant)

/s/ **JAMES K. ZIELKE**

James K. Zielke

Chief Financial Officer, Secretary, and Treasurer (Duly Authorized Officer)

December 30, 2005

(Date)

Exhibit Index

99.1 Agreement and Plan of Merger by and among Fox & Hound Restaurant Group, Fox Acquisition Company and F & H Finance Corp. dated December 29, 2005.

99.2 Press release dated December 30, 2005