

J. Alexander's Holdings, Inc.  
Form 10-12B/A  
September 09, 2015

**File No. 001-37473**

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**Amendment No. 2**

**To**

**FORM 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**J. Alexander s Holdings, Inc.**

**(Exact name of registrant as specified in its charter)**

**Tennessee**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**47-1608715**  
**(I.R.S. Employer**  
**Identification No.)**

**3401 West End Avenue, Suite 260**

**37203**

**Nashville, Tennessee**

**(Zip Code)**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: 615-269-1900**

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class<br/>to be so Registered</b>                      | <b>Name of Each Exchange on which<br/>Each Class is to be Registered</b> |
|-------------------------------------------------------------------------|--------------------------------------------------------------------------|
| <b>Common Stock, par value \$0.001 per share</b>                        | <b>New York Stock Exchange</b>                                           |
| <b>Securities registered pursuant to Section 12(g) of the Act: None</b> |                                                                          |

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "small reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒ (Do not check if a smaller reporting company)

Smaller reporting company ☐

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**  
**CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT**  
**AND ITEMS OF FORM 10**

The information required by the following Form 10 Registration Statement items is contained in the sections identified below of the information statement (the Information Statement), attached hereto as Exhibit 99.1, each of which are incorporated into this Form 10 Registration Statement by reference.

**Item 1. Business.**

The information required by this item is contained under the sections captioned Summary, Risk Factors, Forward-Looking Statements, The Distribution, Description of Capital Stock, Business, Certain Relationships and Related Party Transactions, Management's Discussion and Analysis of Financial Condition and Results of Operations, and Where You Can Find More Information of the Information Statement and is hereby incorporated by reference.

**Item 1A. Risk Factors.**

The information required by this item is contained under the sections captioned Risk Factors and Forward-Looking Statements of the Information Statement and is hereby incorporated by reference.

**Item 2. Financial Information.**

The information required by this item is contained under the sections captioned Summary, Capitalization, Unaudited Pro Forma Consolidated Financial Information, Selected Historical Consolidated Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operations, and Index to Financial Statements and the financial statements referenced therein of the Information Statement and is hereby incorporated by reference.

**Item 3. Properties.**

The information required by this item is contained under the section captioned Business of the Information Statement and is hereby incorporated by reference.

**Item 4. Security Ownership of Certain Beneficial Owners and Management.**

The information required by this item is contained under the section captioned Security Ownership of Certain Beneficial Owners and Management of the Information Statement and is hereby incorporated by reference.

**Item 5. Directors and Executive Officers.**

The information required by this item is contained under the section captioned Management of the Information Statement and is hereby incorporated by reference.

**Item 6. Executive Compensation.**

The information required by this item is contained under the sections captioned Management and Executive Compensation of the Information Statement and is hereby incorporated by reference.

**Item 7. Certain Relationships and Related Transactions, and Director Independence.**

The information required by this item is contained under the sections captioned Management, Executive Compensation and Certain Relationships and Related Party Transactions of the Information Statement and is hereby incorporated by reference.

**Item 8. Legal Proceedings.**

The information required by this item is contained under the section captioned Business Legal Proceedings of the Information Statement and is hereby incorporated by reference.

**Item 9. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters.**

The information required by this item is contained under the sections captioned Summary, The Distribution, Dividend Policy, Executive Compensation and Description of Capital Stock of the Information Statement and is hereby incorporated by reference.

**Item 10. Recent Sales of Unregistered Securities.**

The information required by this item is contained under the section captioned Description of Capital Stock of the Information Statement and is hereby incorporated by reference.

**Item 11. Description of Registrant's Securities to be Registered.**

The information required by this item is contained under the sections captioned The Distribution, Dividend Policy and Description of Capital Stock of the Information Statement and is hereby incorporated by reference.

**Item 12. Indemnification of Directors and Officers.**

The information required by this item is contained under the section captioned Description of Capital Stock Limitation of Liability and Indemnification of Directors and Officers of the Information Statement and is hereby incorporated by reference.

**Item 13. Financial Statements and Supplementary Data.**

The information required by this item is contained under the sections captioned Unaudited Pro Forma Consolidated Financial Information, Selected Historical Consolidated Financial Data and Index to Financial Statements and the financial statements referenced therein of the Information Statement and is hereby incorporated by reference.

**Item 14. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

**Item 15. Financial Statements and Exhibits.**

(a) ***Financial Statements***

The information required by this item is contained under the sections captioned Unaudited Pro Forma Consolidated Financial Information, Selected Historical Consolidated Financial Data and Index to Financial Statements and the financial statements referenced therein of the Information Statement and is hereby incorporated by reference.

(b) *Exhibits*

We are filing the following documents as exhibits to this Amendment No. 2 to the Registration Statement:

| <b>Exhibit Number</b> | <b>Exhibit Description</b>                                                                                                                                                                                        |
|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1                   | Form of Separation and Distribution Agreement between Fidelity National Financial, Inc. and J. Alexander s Holdings, Inc. *                                                                                       |
| 3.1                   | Form of Amended and Restated Charter of J. Alexander s Holdings, Inc. (2)                                                                                                                                         |
| 3.2                   | Form of Amended and Restated Bylaws of J. Alexander s Holdings, Inc. (1)                                                                                                                                          |
| 3.3                   | Form of Second Amended and Restated LLC Agreement of J. Alexander s Holdings LLC *                                                                                                                                |
| 10.1                  | Form of Tax Matters Agreement between Fidelity National Financial, Inc. and J. Alexander s Holdings, Inc. (2)                                                                                                     |
| 10.2                  | Form of Management Consulting Agreement between Black Knight Advisory Services, LLC and J. Alexander s Holdings, LLC (1)                                                                                          |
| 10.3                  | Form of Management Company Grant Agreement *                                                                                                                                                                      |
| 10.4                  | Form of Indemnification Agreement (1)                                                                                                                                                                             |
| 10.5                  | Amended and Restated Loan Agreement, dated December 9, 2014, by and between J. Alexander s, LLC and Pinnacle Bank (1)                                                                                             |
| 10.6                  | Second Amended and Restated Loan Agreement, dated May 20, 2015, by and between J. Alexander s, LLC and Pinnacle Bank (1)                                                                                          |
| 10.7                  | J. Alexander s Holdings, LLC 2015 Management Incentive Plan (1)                                                                                                                                                   |
| 10.8                  | Form of J. Alexander s Holdings, LLC Unit Grant Agreement (1)                                                                                                                                                     |
| 10.9                  | Form of J. Alexander s Holdings, Inc. 2015 Equity Incentive Plan (2)                                                                                                                                              |
| 10.10                 | Form of Non-Qualified Stock Option Award Agreement under the J. Alexander s Holdings, Inc. 2015 Stock Incentive Plan (1)                                                                                          |
| 10.11                 | J. Alexander s Corporation Deferred Compensation Plan (1)                                                                                                                                                         |
| 10.12                 | Employment Agreement, dated December 26, 2008, by and among J. Alexander s Corporation and Lonnie J. Stout II (1)                                                                                                 |
| 10.13                 | Amended and Restated Salary Continuation Agreement, dated December 26, 2008, with Lonnie J. Stout II (1)                                                                                                          |
| 10.14                 | Severance Benefits Agreement, dated September 13, 1989, between J. Alexander s Corporation and Lonnie J. Stout II, as amended (1)                                                                                 |
| 10.15                 | Letter Agreement, dated July 30, 2012, by and among J. Alexander s Corporation, Fidelity National Financial, Inc., Fidelity Newport Holdings, LLC, American Blue Ribbon Holdings, Inc. and Lonnie J. Stout II (1) |
| 10.16                 | Employment Agreement, dated December 26, 2008, by and among J. Alexander s Corporation and J. Michael Moore (1)                                                                                                   |
| 10.17                 |                                                                                                                                                                                                                   |

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Amended and Restated Salary Continuation Agreement, dated December 26, 2008, with J. Michael Moore (1)

10.18 Letter Agreement, dated July 30, 2012, by and among J. Alexander's Corporation, Fidelity National Financial, Inc., Fidelity Newport Holdings, LLC, American Blue Ribbon Holdings, Inc. and J. Michael Moore (1)

| <b>Exhibit Number</b> | <b>Exhibit Description</b>                                                                                                                                                                                    |
|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.19                 | Employment Agreement, dated December 26, 2008, by and among J. Alexander's Corporation and Mark A. Parkey (1)                                                                                                 |
| 10.20                 | Amended and Restated Salary Continuation Agreement, dated December 26, 2008, with Mark A. Parkey (1)                                                                                                          |
| 10.21                 | Letter Agreement, dated July 30, 2012, by and among J. Alexander's Corporation, Fidelity National Financial, Inc., Fidelity Newport Holdings, LLC, American Blue Ribbon Holdings, Inc. and Mark A. Parkey (1) |
| 10.22                 | Letter Agreement, dated July 1, 2014, by and among J. Alexander's, LLC and Mark A. Parkey (1)                                                                                                                 |
| 21.1                  | Subsidiaries of J. Alexander's Holdings, Inc. (1)                                                                                                                                                             |
| 99.1                  | Information Statement of J. Alexander's Holdings, Inc., preliminary and subject to completion, dated July 31, 2015 *                                                                                          |

\* Filed herewith.

- (1) Incorporated by reference to the Company's Registration Statement on Form 10 filed with the Securities and Exchange Commission on June 25, 2015.
- (2) Incorporated by reference to Amendment No. 1 to the Company's Registration Statement on Form 10 filed with the Securities and Exchange Commission on July 31, 2015.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned hereunto duly authorized.

J. Alexander's Holdings, Inc.

By: /s/ Lonnie J. Stout II

Name: Lonnie J. Stout II

Title: President and Chief Executive Officer

Dated: September 8, 2015