

CHEESECAKE FACTORY INC  
Form 8-K  
August 01, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

**August 1, 2008**

## THE CHEESECAKE FACTORY INCORPORATED

(Exact name of registrant as specified in its Charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**0-20574**  
(Commission File Number)

**51-0340466**  
(IRS Employer Identification No.)

**26901 Malibu Hills Road**  
**Calabasas Hills, California 91301**

(Address of principal executive offices)(Zip Code)

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Registrant's telephone number, including area code:

**(818) 871-3000**

**Not Applicable**

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 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))
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**SECTION 3 - SECURITIES AND TRADING MARKETS**

**ITEM 3.03 - Material Modifications to Rights of Security Holders**

On July 23, 2008, the Board of Directors of The Cheesecake Factory Incorporated extended the term of our stockholder Rights Agreement for a ten year period expiring on August 4, 2018. The Rights Agreement was set to expire on August 4, 2008. On August 1, 2008 the Company and Rights Agent executed Amendment No. 2 to the Rights Agreement to extend the Final Expiration Date to August 4, 2018 and to make certain other amendments set forth therein. Amendment No. 2 is attached to this report as Exhibit 3.1 and incorporated herein by reference.

**SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS**

**ITEM 9.01 - Financial Statements and Exhibits**

(d) Exhibits

3.1

Amendment No. 2 to Rights Plan dated as of August 1, 2008 between The Cheesecake Factory Incorporated and Computershare Trust Company, N.A.

**SIGNATURES**

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

DATED: August 1, 2008

THE CHEESECAKE FACTORY INCORPORATED

By: /s/ CHERYL M. SLOMANN  
Cheryl M. Slomann  
Interim Chief Financial Officer, Vice President and  
Controller

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
3.1	Amendment No. 2 to Rights Plan dated as of August 1, 2008 between The Cheesecake Factory Incorporated and Computershare Trust Company, N.A.