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ADVANTICA RESTAURANT GROUP INC  
Form S-4MEF  
March 25, 2002

As filed with the Securities and Exchange Commission on March 25, 2002  
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Advantica Restaurant Group, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

5812  
(Primary Standard Industrial  
Classification Code Number)

13-348  
(I.R.S. Employer Iden

DENNY'S HOLDINGS, INC.  
(Exact Name of Registrant as Specified in Its Charter)

NEW YORK  
(State or Other Jurisdiction of  
Incorporation or Organization)

5812  
(Primary Standard Industrial  
Classification Code Number)

22-300  
(I.R.S. Employer Iden

203 EAST MAIN STREET  
SPARTANBURG, SOUTH CAROLINA 29319  
(864) 597-8000  
(Address, Including Zip Code, and Telephone Number, Including  
Area Code of Registrant's Principal Executive Offices)

RHONDA J. PARISH, ESQ.  
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL  
ADVANTICA RESTAURANT GROUP, INC.  
203 EAST MAIN STREET  
SPARTANBURG, SOUTH CAROLINA 29319-9966  
(864) 597-8000  
(Address, Including Zip Code, and Telephone Number,  
Including Area Codes of Agent For Service)

WITH COPIES TO:

GARY C. IVEY, ESQ.  
ALSTON & BIRD LLP  
BANK OF AMERICA PLAZA, SUITE 4000  
101 S. TRYON STREET  
CHARLOTTE, NORTH CAROLINA 28202  
(704) 444-1000

NICHOLAS P. SAGGESE, ESQ.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
300 SOUTH GRAND AVENUE, SUITE 3400  
LOS ANGELES, CALIFORNIA 90071  
(213) 687-5000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as possible after the effective date of this Registration Statement.

If the securities being registered on this Form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this Form is filed to register additional securities for an offering

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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. |X| File No. 333-72658

If this Form is a post-effective amendment filed pursuant to Rule 462(d) 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. |\_|

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SECURITY	PROPOSED MAXIMUM OFFERING PRICE
12 3/4% SENIOR NOTES DUE 2007	\$7,950,000	(2)	\$7,707,824

(1) Additional principal amount of 12 3/4% Senior Notes due 2007 (the "New Notes") issuable pursuant to the exchange offer described in the registrants' Registration Statement on Form S-4 (File No. 333-72658) and the prospectus, as supplemented, relating thereto (the "Exchange Offer").

(2) Pursuant to Rule 457(f)(1) of the Securities Act of 1933, as amended, the registration fee has been calculated based on the market value of the securities to be received by Advantica Restaurant Group, Inc. in the Exchange Offer with respect to the New Notes registered hereunder. The market value of such securities is \$7,707,824, which amount represents 77.563% (the average of the bid and ask prices reported by Advantage Data Inc. on March 20, 2002), multiplied by \$9,937,500 (the maximum aggregate amount of the 11 1/4% Senior Notes due 2008 of Advantica Restaurant Group, Inc. (the "Old Notes") sought in the Exchange Offer with respect to the New Notes; this amount of Old Notes is included in, and is a part of, the \$265,000,000 of Old Notes originally the subject of the Exchange Offer).

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.

EXPLANATORY NOTE

This registration statement is being filed pursuant to Rule 462(b) and General Instruction K of Form S-4, both as promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-4 (File No. 333-72658) filed by Advantica Restaurant Group, Inc. and Denny's Holdings, Inc. with the Securities and Exchange Commission on November 1, 2001, as amended, which was declared effective by the Securities and Exchange Commission on December 31, 2001, including the exhibits thereto, are incorporated by reference into, and shall be deemed part of, this registration statement.

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PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

All exhibits filed with or incorporated by reference in the registrants' Registration Statement on Form S-4 (File No. 333-72658) are incorporated by reference into, and shall be deemed to be a part of, this registration statement, except for the following, which are filed herewith.

EXHIBIT NO. -----	DESCRIPTION -----
5.1	Opinion of Alston & Bird LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Alston & Bird LLP (included in Exhibit 5.1).
24.1	Powers of Attorney (incorporated by reference to Amendment No. 1 to the registrants' Registration Statement on Form S-4, dated December 6, 2001 (File No. 333-72658)).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrants have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Spartanburg, State of South Carolina and the City of New York, State of New York, respectively, on March 25, 2002.

ADVANTICA RESTAURANT GROUP, INC.

By: /s/ RHONDA J. PARISH

-----  
Rhonda J. Parish  
Executive Vice President,

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General Counsel and Secretary

DENNY'S HOLDINGS, INC.

By: /s/ JAMES H. ALLYN  
-----  
James H. Allyn  
Vice President and Secretary

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ADVANTICA RESTAURANT GROUP, INC

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on March 25, 2002.

SIGNATURE -----	Title -----
* ----- Nelson J. Marchioli	President and Chief Executive Officer, Director (Principal Executive Officer)
/s/ ANDREW F. GREEN ----- Andrew F. Green	Senior Vice President (Principal Financial Officer and Principal Accounting Officer)
* ----- Vera K. Farris	Director
* ----- Robert E. Marks	Director
* ----- Lloyd I. Miller, III	Director
* ----- Charles F. Moran	Director
* ----- Elizabeth A. Sanders	Director

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\*

Director

-----  
Donald R. Shepherd

-----  
\* The undersigned, by signing her name hereto, does sign and execute this registration statement pursuant to the Powers of Attorney executed by the above-named officers and directors and filed herewith.

/s/ RHONDA J. PARISH

-----  
Rhonda J. Parish  
Attorney-in-Fact

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DENNY'S HOLDINGS, INC

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on March 25, 2002.

SIGNATURE

Title

-----

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\*

-----  
Samuel S. Sontag

President and Treasurer, Director  
(Principal Executive Officer, Principal  
Financial Officer and Principal  
Accounting Officer)

/s/ JAMES A. ALLYN

Director

-----  
James H. Allyn

-----  
\* The undersigned, by signing his name hereto, does sign and execute this registration statement pursuant to the Powers of Attorney executed by the above-named officers and directors and filed herewith.

/s/ JAMES H. ALLYN

-----  
James H. Allyn  
Attorney-in-Fact

EXHIBIT INDEX

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