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ADVANTICA RESTAURANT GROUP INC  
Form POS AM  
June 28, 2002

As filed with the Securities and Exchange Commission on June 28, 2002

Registration No. 333-72658

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
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 5812  
(State or Other Jurisdiction of Incorporation or (Primary Standard Industrial (I.R.S.  
Organization) Classification Code Number)

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

NEW YORK 5812  
(State or Other Jurisdiction of Incorporation or (Primary Standard Industrial (I.R.S.  
Organization) Classification Code Number)

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.  
SKADDEN, ARPS, SLAT  
300 SOUTH GRAND  
LOS ANGELES, C  
(213)

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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 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(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. [ ]

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EXPLANATORY NOTE

Upon the effectiveness of this Registration Statement on January 3, 2002, \$204,050,000 aggregate principal amount of 12 3/4% Senior Notes due 2007 of Advantica Restaurant Group, Inc. and Denny's Holdings, Inc. (the "New Notes"), were registered for possible issuance pursuant to Advantica's offer to exchange up to \$265,000,000 aggregate principal amount of its outstanding 11 1/4% Senior Notes due 2008 (the "Old Notes"). The purpose of this Post-Effective Amendment No. 1 is to deregister all New Notes that were not issued pursuant to this Registration Statement.

The exchange offer described in this Registration Statement expired at 5:00 p.m., New York City time, on April 9, 2002. \$88,078,451.00 aggregate principal amount of Old Notes were validly tendered for exchange and accepted by Advantica. Accordingly, \$70,389,000.00 aggregate principal amount of New Notes were issued pursuant to the exchange offer.

Pursuant to Rule 478 promulgated under the Securities Act of 1933, as amended (the "Securities Act") and the undertaking contained in this Registration Statement pursuant to Item 512(a)(3) of Regulation S-K under the Securities Act, Advantica and Denny's Holdings hereby remove from registration under this Registration Statement \$133,661,000.00 aggregate principal amount of New Notes.

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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 June 28, 2002.

ADVANTICA RESTAURANT GROUP, INC.

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By: /s/ RHONDA J. PARISH

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Rhonda J. Parish  
Executive Vice President,  
General Counsel and Secretary

DENNY'S HOLDINGS, INC.

By: /s/ JAMES H. ALLYN

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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 June 28, 2002.

SIGNATURE

TITL

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Nelson J. Marchioli

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President and Chief Executive  
Executive Officer)

/s/ ANDREW F. GREEN

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Andrew F. Green

-----  
Senior Vice President  
(Principal Financial Officer)

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Vera K. Farris

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Director

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Robert E. Marks

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Director

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Lloyd I. Miller, III

Director

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Charles F. Moran

Director

\*

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Elizabeth A. Sanders

Director

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Donald R. Shepherd

Director

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\* 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

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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 June 28, 2002.

SIGNATURE

TITLE

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\*

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Samuel S. Sontag

President and Treasurer,  
Executive Officer, Princi  
Principal Accounting Offi

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\*

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James H. Allyn

Director

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\* 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

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James H. Allyn  
Attorney-in-Fact