

MORTONS RESTAURANT GROUP INC  
Form 8-K  
May 23, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**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): May 19, 2011

**Morton s Restaurant Group, Inc.**

(Exact name of registrant as specified in charter)

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

**1-12692**  
(Commission  
File Number)

**13-3490149**  
(IRS Employer  
Identification No.)

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325 North LaSalle Street, Suite 500

Chicago, Illinois 60654

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (312) 923-0030

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 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 5.07 Submission of Matters to a Vote of Security Holders**

On May 19, 2011, Morton's Restaurant Group, Inc. (the Company) held its annual meeting of stockholders to vote on the following proposals:

**Proposal One:** The Board of Directors recommended four nominees as Class III directors to stand for election at the 2011 annual meeting and each of the nominees were elected by a plurality of votes cast by shares entitled to vote at the meeting. Therefore, in accordance with the voting results listed below, the nominees were elected to serve until the 2014 annual meeting and until their successors have been elected and qualified.

| Nominee           | For        | Withheld | Broker Non-Votes |
|-------------------|------------|----------|------------------|
| Stephen E. Paul   | 11,198,578 | 582,005  | 3,404,804        |
| David B. Pittaway | 11,196,740 | 583,843  | 3,404,804        |
| Dianne H. Russell | 11,200,996 | 579,587  | 3,404,804        |
| Zane Tankel       | 11,199,541 | 581,042  | 3,404,804        |

**Proposal Two:** The Audit Committee selected KPMG LLP to serve as the independent registered public accounting firm for the Company for fiscal year 2011. The Board of Directors directed that the appointment of the independent accountants be submitted for ratification by the stockholders at the 2011 annual meeting. Therefore, in accordance with the voting results listed below, KPMG LLP will serve as the independent registered public accounting firm for the Company for fiscal year 2011.

| For        | Against | Abstain |
|------------|---------|---------|
| 15,067,548 | 105,143 | 12,786  |

**Proposal Three:** The Board of Directors recommended a vote against a stockholder proposal to adopt a simple majority vote. In accordance with the voting results listed below, the stockholder proposal to adopt a simple majority vote was not adopted.

| For       | Against   | Abstain | Broker Non-Votes |
|-----------|-----------|---------|------------------|
| 3,787,548 | 7,975,100 | 17,935  | 3,404,804        |

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 hereunto duly authorized.

Morton s Restaurant Group, Inc.

Date: May 23, 2011

/s/ RONALD M. DiNELLA

**Ronald M. DiNella**

**Senior Vice President, Chief Financial Officer And Treasurer**