

ALEXANDERS J CORP  
Form S-8 POS  
October 26, 2012

As filed with the Securities and Exchange Commission on October 26, 2012

Registration No. 333-143062  
Registration No. 333-40556  
Registration No. 333-49393  
Registration No. 033-77476  
Registration No. 033-04483  
Registration No. 002-78139

Registration No. 333-124097  
Registration No. 333-91431  
Registration No. 033-77478  
Registration No. 033-39870  
Registration No. 002-78140

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

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-143062**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-124097**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-40556**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-91431**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 333-49393**

**Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 033-77478**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 033-77476**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 033-39870**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 033-04483**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 002-78140**

**Post-Effective Amendment No. 1 to Form S-8 Registration Statement No. 002-78139**

***UNDER***

***THE SECURITIES ACT OF 1933***

# **J. ALEXANDER S CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Tennessee**  
(State or Other Jurisdiction of

**62-0854056**  
(I.R.S. Employer

Incorporation or Organization)

Identification No.)

**P.O. Box 24300**  
**3401 West End Avenue, Suite 260**  
**Nashville, Tennessee**  
(Address of Principal Executive Offices)

**37203**  
(Zip Code)

**J. Alexander s Corporation Amended and Restated 2004 Equity Incentive Plan**

**J. Alexander s Corporation 2004 Equity Incentive Plan**

**J. Alexander s Corporation 1994 Employee Stock Incentive Plan, as amended**

**J. Alexander s Corporation 1999 Loan Program**

**Volunteer Capital Corporation 1985 Stock Option Plan**

**Volunteer Capital Corporation 1994 Employee Stock Incentive Plan**

**Volunteer Capital Corporation 1990 Stock Option Plan for Outside Directors**

**Winners Corporation 1985 Stock Option Plan**

**Winners Corporation 1982 Incentive Stock Option Plan**

**Winners Corporation 1982 Employee Stock Purchase Plan**

(Full Titles of Plans)

**R. Gregory Lewis**

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**P.O. Box 24300**

**3401 West End Avenue, Suite 260**

**Nashville, Tennessee 37203**

**(Name and Address of Agent For Service)**

**(615) 269-1900**

**(Telephone Number, Including Area Code, of Agent For Service)**

*With Copies to:*

**F. Mitchell Walker, Jr.**

**Lori B. Morgan**

**Bass, Berry & Sims PLC**

**150 Third Avenue South, Suite 2800**

**Nashville, Tennessee 37201**

**(615) 742-6200**

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 smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

These Post-Effective Amendments (each, a Post-Effective Amendment, and collectively, the Post-Effective Amendments ), filed by J. Alexander's Corporation, a Tennessee corporation (the Company ), relate to the following Registration Statements on Form S-8 filed by the Company (the Registration Statements ) with the U.S. Securities and Exchange Commission (the SEC ), pertaining to the registration of shares of common stock, par value \$.05 per share (the Shares ) offered under certain employee benefit and equity plans and agreements to remove from registration all Shares previously registered under the Registration Statements that have not been sold or otherwise issued as of the date of these Post Effective Amendments.

| <b>Registration No.</b> | <b>Date Filed with the SEC</b> | <b>Name of Equity Plan or Agreement</b>                                    | <b>Shares Registered</b> |
|-------------------------|--------------------------------|--|--------------------------|
| 333-143062              | May 17, 2007                   | J. Alexander's Corporation Amended and Restated 2004 Equity Incentive Plan | 300,000                  |
| 333-124097              | April 15, 2005                 | J. Alexander's Corporation 2004 Equity Incentive Plan                      | 370,000                  |
| 333-40556               | June 30, 2000                  | J. Alexander's Corporation 1994 Employee Stock Incentive Plan, as amended  | 400,000                  |
| 333-91431               | November 22, 1999              | J. Alexander's Corporation 1999 Loan Program                               | 400,000                  |
| 333-49393               | April 3, 1998                  | J. Alexander's Corporation 1994 Employee Stock Incentive Plan              | 250,000                  |
| 033-77478               | April 7, 1994                  | Volunteer Capital Corporation 1985 Stock Option Plan                       | 149,000                  |
| 033-77476               | April 7, 1994                  | Volunteer Capital Corporation 1994 Employee Stock Incentive Plan           | 350,000                  |
| 033-39870               | April 9, 1991                  | Volunteer Capital Corporation 1990 Stock Option Plan for Outside Directors | 200,000                  |
| 033-04483               | April 1, 1986                  | Winners Corporation 1985 Stock Option Plan                                 | 200,000                  |
| 002-78140               | June 25, 1982                  | Winners Corporation 1982 Incentive Stock Option Plan                       | 100,000                  |
| 002-78139               | June 25, 1982                  | Winners Corporation 1982 Employee Stock Purchase Plan                      | 150,000                  |

On July 30, 2012, the Company, entered into an Amended and Restated Agreement and Plan of Merger with Fidelity National Financial, Inc., a Delaware corporation (Parent ), New Athena Merger Sub, Inc., a Tennessee corporation and an indirect, wholly owned subsidiary of Parent (Merger Sub ) and certain affiliates of Parent, which was amended on September 5, 2012 by the First Amendment to Amended and Restated Agreement and Plan of Merger (as amended, the Merger Agreement ). The Merger Agreement provides for, among other things, the merger of Merger Sub with and into the Company (the Merger ), with the Company continuing as the surviving corporation and an indirect, wholly owned subsidiary of Parent. The Merger is expected to occur on October 29, 2012.

Pursuant to the Merger Agreement and in anticipation of the pending Merger, the Company has terminated all offerings of the Company's securities pursuant to the Registration Statements. Accordingly, the Company is filing the Post-Effective Amendments to hereby terminate the effectiveness of the Registration Statements. The Company hereby removes from registration all securities that were previously registered under the Registration Statements and have not been sold or otherwise issued of as the date of the Post-Effective Amendments.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on October 26, 2012.

**J. ALEXANDER S CORPORATION**

By: /s/ R. Gregory Lewis  
 Name: R. Gregory Lewis  
 Title: Chief Financial Officer, Vice President

of Finance and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>       | <b>Capacity</b>   | <b>Date</b>      |
|------------------------|---|------------------|
| /s/ Lonnie J. Stout II | President and Chief Executive Officer                     | October 26, 2012 |
| Lonnie J. Stout II     | (Principal Executive Officer)                             |                  |
| /s/ R. Gregory Lewis   | Chief Financial Officer, Vice President                   | October 26, 2012 |
| R. Gregory Lewis       | of Finance and Secretary<br>(Principal Financial Officer) |                  |
| /s/ Mark A. Parkey     | Vice President and Controller                             | October 26, 2012 |
| Mark A. Parkey         | (Principal Accounting Officer)                            |                  |
| /s/ Brent B. Bickett   | Director  | October 26, 2012 |
| Brent B. Bickett       |   |                  |
| /s/ E. Townes Duncan   | Director  | October 26, 2012 |
| E. Townes Duncan       |   |                  |
| /s/ Hazem Ouf          | Director  | October 26, 2012 |
| Hazem Ouf              |   |                  |
| /s/ Anthony J. Park    | Director  | October 26, 2012 |
| Anthony J. Park        |   |                  |
| /s/ Brenda B. Rector   | Director  | October 26, 2012 |
| Brenda B. Rector       |   |                  |

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|                        |          |                  |
|------------------------|----------|------------------|
| /s/ Peter Sadowski     | Director | October 26, 2012 |
| Peter Sadowski         |          |                  |
| /s/ George P. Scanlon  | Director | October 26, 2012 |
| George P. Scanlon      |          |                  |
| /s/ Joseph N. Steakley | Director | October 26, 2012 |
| Joseph N. Steakley     |          |                  |

II-1