

GOOD TIMES RESTAURANTS INC  
Form 8-K  
August 22, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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)  
August 22, 2014 (June 12, 2014)

**Good Times Restaurants, Inc.**  
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	000-18590 (Commission File Number)	84-1133368 (IRS Employer Identification No.)
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601 Corporate Circle, Golden, Colorado 80401  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (303) 384-1400

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.):

- 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 3.02**

**Unregistered Sale of Equity Securities**

Between May 21, 2014 and August 20, 2014, Good Times Restaurants Inc. (the Company) issued 484,600 shares of common stock at \$2.75 per share issued upon exercise of the Company's A Warrants issued pursuant to the Company's Registration Statement on Form S-1 filed with the SEC and declared effective on August 15, 2013 (the Original Registration Statement). The number of shares issued in respect of A Warrant exercises since May 21, 2014 exceeded 5% of the outstanding shares on June 12, 2014, which, because the Company is a smaller reporting company, was the triggering event for this Form 8-K. The Company is not claiming an exemption from registration. The Company understands that the SEC does not view the shares underlying the warrants as being sold for securities law purposes until the warrants are exercised, and therefore it is the view of the SEC that the Company should have filed a post-effective amendment to the Original Registration Statement prior to issuing these shares. Promptly upon learning of the requirement, the Company undertook corrective steps to comply. Pending the Company's filing of a post-effective amendment to the Original Registration Statement, which is in process, the Company has ceased accepting cash exercises of A Warrants.

**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.

GOOD TIMES RESTAURANTS INC.

Date: August 22, 2014

By: /s/ Boyd E. Hoback

Boyd E. Hoback

President and Chief Executive Officer