

RARE HOSPITALITY INTERNATIONAL INC

Form SC14D9C

August 17, 2007

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

SCHEDULE 14D-9

**Solicitation/Recommendation Statement under
Section 14(d)(4) of the Securities Exchange Act of 1934**

RARE Hospitality International, Inc.

(Name of Subject Company)

RARE Hospitality International, Inc.

(Name of Person(s) Filing Statement)

Common Stock, no par value

(Title of Class of Securities)

753820109

(CUSIP Number of Class of Securities)

W. Douglas Benn

Chief Financial Officer

8215 Roswell Road, Bldg. 600

Atlanta, Georgia 30350

Telephone: (770) 399-9595

(Name, Address, and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of the Person(s) Filing Statement)

With Copies to:

Cathy D. Hampton
Vice President, General Counsel and
Corporate Secretary
RARE Hospitality International, Inc.
8215 Roswell Road, Building 600
Atlanta, Georgia 30350
Telephone: (770) 551-5469

William H. Avery
Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309
Telephone: (404) 881-7000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Exhibit Index

| Exhibit Number | Description |
|-------------------|--|
| 99.1 | Transcript of Darden Restaurants, Inc. Management Conference Call on August 17, 2007 (incorporated by reference from Darden Restaurants, Inc. Current Report on Form 8-K filed on August 17, 2007) |
| 99.2 | Investor Presentation of Darden Restaurants, Inc. on August 17, 2007 (incorporated by reference from Darden Restaurants, Inc. Current Report on Form 8-K filed on August 17, 2007) |