

MAIN STREET RESTAURANT GROUP, INC.

Form SC 13D/A

July 03, 2006

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OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 6)***

Main Street Restaurant Group, Inc.
(Name of Issuer)

Common Stock, \$0.001 Par Value Per Share
(Title of Class of Securities)

560345-30-8

(CUSIP Number)

John F. Antioco

c/o Main Street Restaurant Group, Inc.

5050 N. 40th Street, Suite 200

Phoenix, AZ 85018

(602) 852-9000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

June 28, 2006

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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CUSIP No. 560345308

NAMES OF REPORTING PERSONS:

1 John F. Antioco

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4
PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6
United States

SOLE VOTING POWER:

7

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **8**

0

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
0

WITH **10** SHARED DISPOSITIVE POWER:
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
IN

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CUSIP No. 560345308

NAMES OF REPORTING PERSONS:

1 The Antioco LLC, an Arizona limited liability company

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

3
SEC USE ONLY:

4
SOURCE OF FUNDS (SEE INSTRUCTIONS):
OO

5
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e):

6
CITIZENSHIP OR PLACE OF ORGANIZATION:
United States

7
SOLE VOTING POWER:

NUMBER OF 0

SHARES SHARED VOTING POWER:
BENEFICIALLY **8**
OWNED BY 0

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
0

WITH **10** SHARED DISPOSITIVE POWER:
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
OO

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CUSIP No. 560345308

NAMES OF REPORTING PERSONS:

1 Antioco Limited Partnership, an Arizona limited partnership

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4
OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6
United States

SOLE VOTING POWER:

7

NUMBER OF 0

SHARED VOTING POWER:

SHARES
BENEFICIALLY **8**
OWNED BY 0

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
0

WITH **10** SHARED DISPOSITIVE POWER:
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
0

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
PN

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SIGNATURE

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CUSIP No. 560345308

This Amendment No. 6 on Schedule 13D (this Amendment No. 6) relates to shares of common stock, par value \$0.001 per share (the Common Stock), of Main Street Restaurant Group, Inc., a Delaware corporation (the Issuer). This Amendment No. 6 amends and supplements the initial Schedule 13D filed by the Reporting Person with the Securities and Exchange Commission (the SEC) on November 7, 1996, as amended by Amendment No. 1 thereto filed with the SEC on December 3, 1996, Amendment No. 2 thereto filed with the SEC on February 19, 1997, Amendment No. 3 thereto filed with the SEC on April 19, 2000, Amendment No. 4 thereto filed with the SEC on November 14, 2000, and Amendment No. 5 thereto filed with the SEC on May 26, 2006. Except as amended and supplemented hereby, the statement on Schedule 13D remains in full force and effect.

Items 5 and 6 of the Schedule 13D are hereby amended and supplemented by adding the following:

On Wednesday, June 28, 2006, at 12:00 midnight, New York City time, the Offer expired and all shares of common stock owned by the Reporting Persons were tendered for \$6.40 per share in cash. On Friday, June 30, 2006, the Merger was completed and, pursuant to the terms of the Merger Agreement, all options to purchase shares of Common Stock held by the Reporting Persons were cancelled and the Reporting Persons received in consideration of such cancellation \$6.40 per share (the price per share paid in the Offer), less the applicable exercise price per share under the options. Therefore, as of June 30, 2006, the Reporting Persons ceased to be beneficial owners of any shares of Common Stock.

SIGNATURE

After due inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: June 30, 2006

/s/ John F. Antioco
John F. Antioco

Dated: June 30, 2006

The Antioco LLC

/s/ John F. Antioco
By: John F. Antioco
Its: Manager

Dated: June 30, 2006

Antioco Limited Partnership
By: The Antioco LLC
Its: General Partner

/s/ John F. Antioco
By: John F. Antioco
Its: Manager