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RYANS RESTAURANT GROUP INC
Form 8-A12G/A
October 10, 2006

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

FORM 8-A/A
Amendment No. 2

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Ryan's Restaurant Group, Inc.
(Exact Name of Registrant as Specified in Its Charter)

South Carolina 57-0657895
(State or Other Jurisdiction (IRS Employer Identification No.)
of Incorporation)

405 Lancaster Avenue (29650)
Post Office Box 100
Greer, SC 29652
(Address of principal executive offices) (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. []

If this form related to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [X]

Securities Act registration statement file number to which this form relates: _____
(if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

| | |
|--|---|
| Title of each class To be so registered | Name of each exchange on which each class is to be registered |
| None | None |

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock Purchase Rights
(pursuant to Shareholder Rights Agreement dated as of February 18, 2005, as amended)
(Title of Class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Ryan's Restaurant Group, Inc., a South Carolina corporation ("Ryan's"), is amending the Registration Statement on Form 8-A relating to its Common Stock Purchase Rights filed with the Securities and Exchange Commission (the "SEC") on February 18, 2005, as amended by Amendment No. 1 on Form 8-A/A filed with the SEC on February 23, 2005 (as amended, the "Form 8-A").

Item 1. Description of Registrant's Securities To Be Registered

Item 1 of the Form 8-A is hereby amended by adding the following:

On July 24, 2006, Ryan's entered into an Agreement and Plan of Merger (the "Merger Agreement") with Ryan's, Buffets, Inc. ("Buffets"), a Minnesota corporation and Buffets Southeast, Inc., a South Carolina corporation and wholly owned subsidiary of Buffets ("Merger Sub"), pursuant to which Merger Sub will merge with and into Ryan's, with Ryan's as the surviving corporation (the "Merger").

Prior to and in connection with the execution of the Merger Agreement, on July 24, 2006, Ryan's and American Stock Transfer & Trust Company ("AST") entered into an amendment (the "Amendment") to the Shareholder Rights Agreement between Ryan's and AST, as rights agent, dated as of February 18, 2005, as amended (the "Rights Agreement") that provides that neither the execution of the Merger Agreement, nor the announcement or consummation of the Merger, will trigger the provisions of the Rights Agreement. The Amendment also provides that the Rights Agreement will terminate immediately prior to the effective time of the Merger.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, which was filed as Exhibit 4.1 to Ryan's Current Report 8-K filed on July 25, 2006, and is expressly incorporated herein by reference.

Item 2. Exhibits

Item 2 is hereby amended by adding the following:

The following exhibit is filed as part of this Registration Statement on Form 8-A/A:

- 4.1 Second Amendment to Shareholder Rights Agreement, dated as of July 24, 2006, between Ryan's Restaurant Group, Inc. and American Stock Transfer & Trust Company. Incorporated by reference to Exhibit 4.1 to Ryan's Current Report on Form 8-K filed on July 25, 2006.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

RYAN'S RESTAURANT GROUP, INC.

Date: October 10, 2006

By: /s/Janet J. Gleitz
Name: Janet J. Gleitz

Title: Secretary