

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.

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**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)