

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): **November 6, 2017**

Rave Restaurant Group, Inc.

(Exact name of registrant as specified in its charter)

Missouri

(State or other jurisdiction of incorporation)

0-12919

(Commission File Number)

45-3189287

(IRS Employer Identification No.)

3551 Plano Parkway, The Colony, Texas 75056

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(469) 384-5000**

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. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification of Rights of Security Holders

On November 6, 2017, Rave Restaurant Group, Inc. (the “Company”) and Securities Transfer Corporation (“STC”), executed a Supplemental Indenture Number 1 dated as of October 31, 2017, amending that certain Indenture dated as of March 3, 2017, between the Company, as Issuer, and STC, as Trustee, with respect to the 4% Convertible Senior Notes Due 2022 (the “Notes”) of the Company. Supplemental Indenture Number 1 amends the original Indenture so as to cause the Notes to be convertible on a monthly rather than quarterly basis. All other provisions of the original Indenture remain in full force and effect.

The foregoing description is qualified in its entirety by reference to the Supplemental Indenture Number 1 filed as Exhibit 4.1 hereto and incorporated herein by this reference.

**Item 9.01
Financial
Statements
and
Exhibits**

(d) Exhibits.

[4.1](#) Supplemental Indenture Number 1 dated as of October 31, 2017, between Rave Restaurant Group, Inc. and Securities Transfer Corporation.

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.

RAVE RESTAURANT GROUP, INC.

Date: November 9, 2017

By: /s/ TIMOTHY E. MULLANY
Timothy E. Mullany,
Chief Financial Officer

RAVE RESTAURANT GROUP, INC.
as the Company

and

SECURITIES TRANSFER CORPORATION
as Trustee

SUPPLEMENTAL INDENTURE NUMBER 1

DATED AS OF OCTOBER 31, 2017

RELATING TO
RAVE RESTAURANT GROUP, INC.
4% CONVERTIBLE SENIOR NOTES DUE 2022

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SUPPLEMENTAL INDENTURE NUMBER 1

THIS SUPPLEMENTAL INDENTURE NUMBER 1, dated as of October 31, 2017, between RAVE RESTAURANT GROUP, INC., a Missouri corporation (the "Company"), and SECURITIES TRANSFER CORPORATION, a Texas corporation, as Trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, the Company and Trustee have entered into an Indenture, dated as of March 3, 2017 (the "Indenture"), providing for the issuance of the Company's 4% Convertible Senior Notes due 2022 (the "Notes"); and

WHEREAS, the Company has determined that it wishes to change the Conversion Date of the Notes from the quarterly dates of February 15, May 15, August 15, and November 15 of each year to the 15th day of each month of each year or, if such date is a Legal Holiday, to the next immediate Business Day, and that such change will be advantageous to the Holders of the Notes; and

WHEREAS, pursuant to Section 10.01 of the Indenture, the Company and the Trustee may amend or supplement the Indenture without notice to or consent of any Holders of the Notes to make any change that does not materially adversely affect the rights of any Holder of the Notes; and

WHEREAS, all acts and things necessary to make this Supplemental Indenture Number 1, when executed by the Company and authenticated and delivered by the Trustee, as provided in the Indenture, the valid, binding and legal obligation of the Company, and to constitute these presents, together with the Indenture, a valid supplemental indenture according to its terms and the terms of the Indenture, have been done and performed and the execution of this Supplemental Indenture Number 1 has in all respects been duly authorized;

NOW, THEREFORE, THIS SUPPLEMENTAL INDENTURE NUMBER 1 WITNESSETH:

ARTICLE I
DEFINITION OF TERMS

Section 1.01. Definitions. The terms used in this Supplemental Indenture Number 1 have the meanings assigned to them in the Indenture, excluding only the term "Conversion Date."

ARTICLE II
CONVERSION DATE

Section 2.01. New Definition of Conversion Date. Effective on the date of this Supplemental Indenture Number 1, henceforth:

"Conversion Date" means the 15th day of each month or, if such date is a Legal Holiday, the next immediate Business Day.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture Number 1 to be duly executed by persons duly authorized, as of the day and year first written above.

COMPANY:

RAVE RESTAURANT GROUP, INC.

By: /s/ TIM MULLANY

Name: Tim Mullany

Title: Chief Financial Officer

TRUSTEE:

SECURITIES TRANSFER CORPORATION

By: /s/ MATTHEW SMITH

Name: Matthew Smith

Title: Chief Operating Officer

