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CHEESECAKE FACTORY INCORPORATED
Form 8-K
March 02, 2005

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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):
February 28, 2005

THE CHEESECAKE FACTORY INCORPORATED
(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 0-20574 (Commission File Number) | 51-0340466 (IRS Employer Identification No.) |
|---|--|--|

26950 Agoura Road
Calabasas Hills, California 91301
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:
(818) 871-3000

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 240.14.d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF PRINCIPAL OFFICERS

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- (b) Effective February 28, 2005, Michael J. Dixon, Senior Vice President and Chief Financial Officer of the Company resigned his position as principal accounting officer.
- (c) At a regularly scheduled meeting of the Company's Board of Directors on February 28, 2005 and concurrent with Mr. Dixon's resignation as the Company's principal accounting officer, Cheryl Slomann, age 39, was appointed as the Company's principal accounting officer effective February 28, 2005 to serve at the pleasure of the Company's Board of Directors. Ms. Slomann served as the Company's controller since April 2004. From 1998 until joining the Company, Ms. Slomann was employed by QAD Inc. as Vice President, Corporate Finance and Treasurer.

Ms. Slomann has not entered into a written employment agreement with the Company. Her compensation includes an annual base salary of \$160,000. In addition, she is eligible to receive bonuses under the Company's Annual Performance Incentive Plan, to receive stock option grants under the Company's stock incentive plans, and to participate in the Company's other insurance and employee benefit plans. The Board of Directors has also approved an indemnification agreement with Ms. Slomann pursuant to which the Company has agreed, subject to certain conditions, to indemnify her against certain liabilities and expenses relating to her service as an officer of the Company.

SECTION 7 - REGULATION FD

ITEM 7.01 REGULATION FD DISCLOSURE

On March 1, 2005, The Cheesecake Factory Incorporated issued a press release announcing that Company management will present at the Bear Stearns Eleventh Annual Retail, Restaurants & Apparel Conference in New York on March 8, 2005. A copy of the press release is attached as Exhibit 99.1.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

- 99.1 Press release dated March 1, 2005 titled "The Cheesecake Factory to Present at the Bear Stearns Conference."

2

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.

Date: March 1, 2005

THE CHEESECAKE FACTORY INCORPORATED

By: /s/ MICHAEL J. DIXON

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Michael J. Dixon
Senior Vice President and Chief
Financial Officer

3

EXHIBIT INDEX

| Exhibit | Description |
|---------|--|
| 99.1 | Press Release dated March 1, 2005 titled "The Cheesecake Factory to Present at the Bear Stearns Conference." |

4