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APPLEBEES INTERNATIONAL INC  
Form S-8  
May 19, 2003

As filed with the Securities and Exchange Commission on May 19, 2003

Registration No. 333-

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

APPLEBEE'S INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

43-1461763  
(I.R.S. Employer  
Identification No.)

4551 West 107th Street, Suite 100  
Overland Park, Kansas 66207  
(Address, including zip code, of Principal Executive Offices)

APPLEBEE'S INTERNATIONAL, INC. 1995 EQUITY INCENTIVE PLAN  
(Full title of the plan)

Lloyd L. Hill  
Chief Executive Officer  
Applebee's International, Inc.  
4551 West 107th Street, Suite 100  
Overland Park, Kansas 66207  
(913) 967-4000  
(Name, address and telephone number of agent for service)

Copy to:  
Shari L. Wright, Esq.  
Blackwell Sanders Peper Martin LLP  
Two Pershing Square  
2300 Main Street, Suite 1000  
Kansas City, Missouri 64108  
(816) 983-8000

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed aggregate offering
Common Stock, par value \$.01 per share	2,500,000	\$28.615	\$71,53

EXPLANATORY NOTE

The purpose of this Registration Statement is to register 2,500,000 additional shares of Common Stock, par value \$0.01 per share, of Applebee's International, Inc. (the "Company") issuable pursuant to the Company's 1995 Equity Incentive Plan. In accordance with General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on March 26, 1996 (No. 333-01969) are incorporated herein by reference.

Part II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5: Interests of Named Experts and Counsel

Robert T. Steinkamp, General Counsel and Secretary of the Company, will issue an opinion as to the legality of the securities registered hereunder. Mr. Steinkamp owns 46,989 shares of Common Stock and has no vested options to purchase shares of Common Stock.

Item 8: Exhibits

- 4.1 Shareholder Rights Plan contained in Rights Agreement dated as of September 7, 1994, between Applebee's International, Inc. and Chemical Bank, as Rights Agent (incorporated by reference to Exhibit 4.1 of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 25, 1994).
- 4.2 Amendment dated May 13, 1999 to Shareholder Rights Plan contained in Rights Agreement dated as of September 7, 1994, between Applebee's International, Inc. and Chemical Bank, as Rights Agent (incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 27, 1999).
- 4.3 Amendment dated December 12, 2002 to Shareholder Rights Plan contained in Rights Agreement dated as of September 7, 1994, between Applebee's International, Inc. and Chemical Bank, as Rights Agent (incorporated by reference to Exhibit 4.3 of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 29, 2002).
- 4.4 Certificate of Adjustment of Shareholder Rights Plan contained in Rights Agreement dated as of September 7, 1994, between Applebee's International, Inc. and Chemical Bank, as Rights Agent, as amended (incorporated by reference to Exhibit 4.1 of the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 29, 2002).
- 4.5 Certificate of the Voting Powers, Designations, Preferences and Relative Participating, Optional and Other Special Rights and Qualifications of Series A Participating Cumulative

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Preferred Stock of Applebee's International, Inc. (incorporated by reference to Exhibit 4.2 of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 25, 1994).

- 4.6 1995 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.7 of Registrant's Annual Report on Form 10-K for the fiscal period ended December 30, 2001).
- 4.7 Amendment to 1995 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 2003).

2

- 4.8 Amendment to 1995 Equity Incentive Plan.
- 5 Opinion of Robert T. Steinkamp, counsel to the Company.
- 23.1 Consent of Robert T. Steinkamp (included in Exhibit 5).
- 23.2 Consent of Deloitte & Touche LLP.
- 24.1 Power of Attorney (included in the signature page to the Registration Statement).

3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Overland Park, State of Kansas, on May 19, 2003, 2003.

APPLEBEE'S INTERNATIONAL, INC.

By: /s/ Lloyd L. Hill

-----  
Lloyd L. Hill  
Chairman and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned officers and directors of Applebee's International, Inc., hereby severally constitute Lloyd L. Hill and Robert T. Steinkamp, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments to this Registration Statement on Form S-8, and generally to do all such things in our names and in our capacities as directors to enable Applebee's International, Inc. to comply with the provisions of the Securities Act of 1933, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Lloyd L. Hill ----- Lloyd L. Hill	Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 19, 20 -----
/s/ Steven K. Lumpkin ----- Steven K. Lumpkin	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 19, 20 -----
/s/ Beverly O. Elving ----- Beverly O. Elving	Vice President, Accounting (Principal Accounting Officer)	May 19, 20 -----
/s/ Erline Belton ----- Erline Belton	Director	May 19, 20 -----
/s/ Douglas R. Conant ----- Douglas R. Conant	Director	May 19, 20 -----
/s/ D. Patrick Curran ----- D. Patrick Curran	Director	May 19, 20 -----
4		
/s/ Eric L. Hansen ----- Eric L. Hansen	Director	May 19, 20 -----
/s/ Mark S. Hansen ----- Mark S. Hansen	Director	May 19, 20 -----
/s/ Jack P. Helms ----- Jack P. Helms	Director	May 19, 20 -----
/s/ Burton M. Sack ----- Burton M. Sack	Director	May 19, 20 -----

Index of Exhibits

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