

Edgar Filing: DENNYS CORP - Form SC 13D

DENNYS CORP  
Form SC 13D  
October 10, 2007

OMB APPROVAL  
OMB Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response.....14.5

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. [\_\_])\*

Denny's Corporation

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

24869P104

-----  
(CUSIP Number)

Michael Luper, Olstein Capital Management, L.P.  
4 Manhattanville Road, Purchase, NY 10577-2119  
Telephone: (914) 269-6100

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 9, 2007

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

# Edgar Filing: DENNYS CORP - Form SC 13D

Persons who respond to the collection of information contained in the form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 24869P104

1. Name of Reporting Persons.

Olstein Capital Management, L.P.

2. Check the Appropriate Box if a Member of a Group

Not Applicable

3. SEC Use Only

4. Source of Funds OO - See Item 3.

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) [ ]

6. Citizenship or Place of Organization: New York

Number of Shares

Bene-ficially Owned  
by Each Reporting  
Person With:

7. Sole Voting Power: 8,887,100

8. Shared Voting Power: None

9. Sole Dispositive Power: 8,887,100

10. Shared Dispositive Power: None

11. Aggregate Amount Beneficially Owned By Each Reporting Person:  
8,887,100

12. Check if the Aggregate Amount In Row (11) Excludes Certain Shares:  
[ ]

13. Percentage of Class Represented by Amount in Row (11): 9.5%

Edgar Filing: DENNYS CORP - Form SC 13D

14. Type of Reporting Person  
IA

CUSIP No. 24869P104

1. Name of Reporting Persons.

The Olstein Funds

2. Check the Appropriate Box if a Member of a Group

Not Applicable

3. SEC Use Only

4. Source of Funds WC - See Item 3.

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items  
2(d) or 2(e) ☐

6. Citizenship or Place of Organization: Delaware

Number of Shares

Bene-ficially Owned  
by Each Reporting  
Person With:

7. Sole Voting Power: 8,120,900

8. Shared Voting Power: None

9. Sole Dispositive Power: 8,120,900

10. Shared Dispositive Power: None

11. Aggregate Amount Beneficially Owned By Each Reporting Person:  
8,120,900

12. Check if the Aggregate Amount In Row (11) Excludes Certain Shares:  
☐

13. Percentage of Class Represented by Amount in Row (11): 8.6%

14. Type of Reporting Person  
IV

Item 1. Security and Issuer.

This statement relates to the common stock (\$0.01 par value) of Denny's Corporation, a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at: 203 East Main Street, Spartanburg, South Carolina 29319-0001.

Item 2. Identity and Background.

Olstein Capital Management, L.P.

- (a) Name: Olstein Capital Management, L.P.
- (b) State or Other Place of its Organization: New York
- (c) Principal Business: A federally registered investment adviser and broker-dealer
- (d) Principal Office Address: 4 Manhattanville Road, Purchase, NY 10577-2119
- (e) During the last five years, Olstein Capital Management, L.P. has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (f) During the last five years, Olstein Capital Management, L.P. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The Olstein Funds

- (a) Name: The Olstein Funds
- (b) State or Other Place of its Organization: Delaware
- (c) Principal Business: A federally registered open-end management investment company
- (d) Principal Office Address: 4 Manhattanville Road, Purchase, NY 10577-2119
- (e) During the last five years, The Olstein Funds has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (f) During the last five years, The Olstein Funds has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Olstein Advisers, LLC, general partner of Olstein Capital Management, L.P.

- (a) Name: Olstein Advisers, LLC
- (b) State or Other Place of its Organization: Delaware

## Edgar Filing: DENNYS CORP - Form SC 13D

- (c) Principal Business: Holding Company
- (d) Principal Office Address: 4 Manhattanville Road, Purchase, NY 10577-2119
- (e) During the last five years, Olstein Advisers, LLC has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (f) During the last five years, Olstein Advisers, LLC has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Olstein, Inc., managing member of Olstein Advisers, LLC

- (a) Name: Olstein, Inc.
- (b) State or Other Place of its Organization: New York
- (c) Principal Business: Holding Company
- (d) Principal Office Address: 4 Manhattanville Road, Purchase, NY 10577-2119
- (e) During the last five years, Olstein, Inc. has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (f) During the last five years, Olstein, Inc. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Robert A. Olstein, Chairman, Chief Executive Officer and Chief Investment Officer of Olstein Capital Management, L.P. and Sole Shareholder of Olstein, Inc.

- (a) Name: Robert A. Olstein
- (b) Business Address: 4 Manhattanville Road, Purchase, NY 10577-2119
- (c) Present principal occupation or employment and name, principal business and address of any corporation or other organization in which such employment is conducted: Chairman, Chief Executive Officer and Chief Investment Officer of Olstein Capital Management, L.P. See above for information regarding Olstein Capital Management, L.P.
- (d) During the last five years, Robert A. Olstein has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, Robert A. Olstein has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Citizenship: United States of America

Item 3. Source and Amount of Funds or Other Consideration.

## Edgar Filing: DENNYS CORP - Form SC 13D

Olstein Capital Management, L.P. ("Olstein"), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, as amended, furnishes investment advice to the Olstein All Cap Value Fund and the Olstein Strategic Opportunities Fund, each a series of The Olstein Funds, an investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act"), and to the Legg Mason Partners Classic Values Fund, a series of the Legg Mason Partners Investment Trust, an investment company registered under the 1940 Act (collectively, the "Funds"). In its role as investment adviser or manager, Olstein possesses voting and/or investment power over the assets of the Funds and it is through the investment discretion over these assets that Olstein purchased and sold the securities of the Issuer described in this Schedule 13D.

Olstein Advisers, LLC, Olstein, Inc. and Robert A. Olstein all do not beneficially own securities of the Issuer except to the extent that the securities described in this Schedule 13D may be deemed to be controlled by these persons through their control of Olstein.

Note: In its role as investment adviser or manager, Olstein possesses voting and/or investment power over the securities of the Issuer described in this Schedule 13D that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, all securities reported in this Schedule 13D are owned by the Funds. Pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Olstein disclaims beneficial ownership of such securities. In addition, the filing of this Schedule 13D shall not be construed as an admission that the reporting persons or any of their affiliates is the beneficial owner of any securities covered by this Schedule 13D for any other purposes than Section 13(d) of the Exchange Act.

### Item 4. Purpose of Transaction.

The securities covered by this Schedule 13D were acquired by Olstein on behalf of the Funds for the purpose of investment. Olstein believes that the Common Stock of the Issuer is undervalued and that steps can and should be taken by the Issuer to increase the market valuation of the Common Stock. Olstein plans to communicate with the Issuer on alternatives for realizing the unrecognized value of the Issuer and suggestions for improving the Issuer's financial strength. Olstein intends to continue its dialogue with, and to take an active interest in, the Issuer regarding, among other things, the Issuer's strategic direction.

Olstein may in the future, on behalf of the Funds, acquire additional shares of Common Stock of the Issuer, in the open market and may also, depending on then current circumstances, dispose of all or a portion of the Common Stock beneficially owned by it in one or more transactions. Other than as described above, Olstein does not have any present plans or proposals which relate to or that would result in any of the actions or transactions described in paragraphs (a) through (j) of Item 4 of the instructions to Schedule 13D.

### Item 5. Interest in Securities of the Issuer.

#### (a) Olstein Capital Management, L.P.:

Aggregate Amount Beneficially Owned: 8,887,100

Percentage of Class Represented: 9.5%

The Olstein Funds:

Aggregate Amount Beneficially Owned: 8,120,900

Percentage of Class Represented: 8.6%

# Edgar Filing: DENNYS CORP - Form SC 13D

Note: In its role as investment adviser or manager, Olstein possesses voting and/or investment power over the securities of the Issuer described in this Schedule 13D that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, all securities reported in this Schedule 13D are owned by the Funds. Pursuant to Rule 13d-4 of the Exchange Act, Olstein disclaims beneficial ownership of such securities. In addition, the filing of this Schedule 13D shall not be construed as an admission that the reporting persons or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13D for any other purposes than Section 13(d) of the Exchange Act.

(b) Olstein Capital Management, L.P.:

Sole Voting Power: 8,887,100

Shared Voting Power: None

Sole Dispositive Power: 8,887,100

Shared Dispositive Power: None

The Olstein Funds:

Sole Voting Power: 8,120,900

Shared Voting Power: None

Sole Dispositive Power: 8,120,900

Shared Dispositive Power: None

(c): Olstein Capital Management, L.P.:

Identity of Person who Effected the Transaction	Date of Transaction	Amount of Securities Involved	Price Per Share of Unit
Olstein Capital Management, L.P. on behalf of the Olstein All Cap Value Fund	08/06/07	53,022.80	3.7340
Olstein Capital Management, L.P. on behalf of the Olstein Strategic Opportunities Fund	08/06/07	19,258.50	3.8517
Olstein Capital Management, L.P. on behalf of the Legg Mason Partners Classic Values Fund	08/06/07	5,601.00	3.7340
Olstein Capital Management, L.P. on behalf of the Olstein All Cap Value Fund	08/07/07	237,209.53	3.9079
Olstein Capital Management, L.P. on behalf of Olstein Strategic Opportunities Fund	08/07/07	7,940.00	3.9700
Olstein Capital Management, L.P. on	08/07/07	23,447.40	3.9079

# Edgar Filing: DENNYS CORP - Form SC 13D

behalf of the Legg Mason Partners  
Classic Values Fund

Olstein Capital Management, L.P. on behalf of the Olstein All Cap Value Fund	08/08/07	275,572.30	3.8813
Olstein Capital Management, L.P. on behalf of the Legg Mason Partners Classic Values Fund	08/08/07	27,169.10	3.8813
Olstein Capital Management, L.P. on behalf of Olstein Strategic Opportunities Fund	08/09/07	68,032.53	3.8007
Olstein Capital Management, L.P. on behalf of the Olstein All Cap Value Fund	08/28/07	34,853.00	3.8300
Olstein Capital Management, L.P. on behalf of the Olstein Strategic Opportunities Fund	08/28/07	57,912.00	3.8608
Olstein Capital Management, L.P. on behalf of the Legg Mason Partners Classic Values Fund	08/28/07	3,447.00	3.8300
Olstein Capital Management, L.P. on behalf of the Olstein All Cap Value Fund	08/29/07	28,725.00	3.8300
Olstein Capital Management, L.P. on behalf of the Legg Mason Partners Classic Values Fund	08/29/07	2,681.00	3.8300
Olstein Capital Management, L.P. on behalf of the Olstein All Cap Value Fund	09/10/07	346,400.60	3.8066
Olstein Capital Management, L.P. on behalf of the Legg Mason Partners Classic Values Fund	09/10/07	34,259.40	3.8066
Olstein Capital Management, L.P. on behalf of the Olstein Strategic Opportunities Fund	09/11/07	19,584.00	3.8400
Olstein Capital Management, L.P. on behalf of the Olstein Strategic Opportunities Fund	10/05/07	22,427.93	4.3976
Olstein Capital Management, L.P. on behalf of the Olstein Strategic Opportunities Fund	10/05/07	65,964.49	4.3976
Olstein Capital Management, L.P. on behalf of the Olstein Strategic Opportunities Fund	10/05/07	4,837.40	4.3976

The Olstein Funds:



Edgar Filing: DENNYS CORP - Form SC 13D

Identity of Person who Effected the Transaction	Date of Transaction	Amount of Securities Involved	Price Per Share of Unit
Olstein Capital Management, L.P. on behalf of the Olstein All Cap Value Fund	08/06/07	53,022.80	3.7340
Olstein Capital Management, L.P. on behalf of the Olstein Strategic Opportunities Fund	08/06/07	19,258.50	3.8517
Olstein Capital Management, L.P. on behalf of the Olstein All Cap Value Fund	08/07/07	237,209.53	3.9079
Olstein Capital Management, L.P. on behalf of Olstein Strategic Opportunities Fund	08/07/07	7,940.00	3.9700
Olstein Capital Management, L.P. on behalf of the Olstein All Cap Value Fund	08/08/07	275,572.30	3.8813
Olstein Capital Management, L.P. on behalf of Olstein Strategic Opportunities Fund	08/09/07	68,032.53	3.8007
Olstein Capital Management, L.P. on behalf of the Olstein All Cap Value Fund	08/28/07	34,853.00	3.8300
Olstein Capital Management, L.P. on behalf of the Olstein Strategic Opportunities Fund	08/28/07	57,912.00	3.8608
Olstein Capital Management, L.P. on behalf of the Olstein All Cap Value Fund	08/29/07	28,725.00	3.8300
Olstein Capital Management, L.P. on behalf of the Olstein All Cap Value Fund	09/10/07	346,400.60	3.8066
Olstein Capital Management, L.P. on behalf of the Olstein Strategic Opportunities Fund	09/11/07	19,584.00	3.8400
Olstein Capital Management, L.P. on behalf of the Olstein Strategic Opportunities Fund	10/05/07	22,427.93	4.3976
Olstein Capital Management, L.P. on behalf of the Olstein Strategic Opportunities Fund	10/05/07	65,964.49	4.3976
Olstein Capital Management, L.P. on behalf of the Olstein Strategic Opportunities Fund	10/05/07	4,837.40	4.3976

## Edgar Filing: DENNYS CORP - Form SC 13D

(d) Not applicable

(e) Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Other than as disclosed above in Item 3, no persons named in Item 2 herein has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any securities, finders' fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material Filed as Exhibits.

Exhibit A - Agreement Regarding Joint Filing of Schedule 13D

### SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Olstein Capital Management, L.P.  
By: Olstein Advisers, LLC,  
General Partner

The Olstein Funds

By: /s/ Michael Luper  
Name: Michael Luper  
Title: Executive Vice President

Date: October 10, 2007

By: /s/ Michael Luper  
Name: Michael Luper  
Title: Chief Accounting Officer  
and Treasurer

Date: October 10, 2007

Exhibit A

### AGREEMENT JOINT FILING OF SCHEDULE 13D

Olstein Capital Management, L.P. (an investment adviser registered under the Investment Advisers Act of 1940) and The Olstein Funds, a Delaware statutory trust, hereby agree to file jointly the statement on Schedule 13D to which this Agreement is attached, and any amendments thereto which may be deemed necessary, pursuant to Regulation 13d-1 under the Securities Exchange Act of 1934.

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness or accuracy of information concerning the other party unless such party knows or has reason to believe that such information is inaccurate. It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the statement on

## Edgar Filing: DENNYS CORP - Form SC 13D

Schedule 13D, and any amendments hereto, filed on behalf of each of the parties hereto.

Olstein Capital Management, L.P.  
By: Olstein Advisers, LLC,  
General Partner

The Olstein Funds

By: /s/ Michael Luper  
Name: Michael Luper  
Title: Executive Vice President  
Date: October 10, 2007

By: /s/ Michael Luper  
Name: Michael Luper  
Title: Chief Accounting Officer  
and Treasurer  
Date: October 10, 2007