

Pappas James C
Form 3
February 08, 2012

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â JCP Investment Management, LLC			(Month/Day/Year)	MORGANS FOODS INC [MRFD]
(Last)	(First)	(Middle)	01/17/2012	
1177 WEST LOOP			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
SOUTH,Â SUITE 1650			(Check all applicable)	
(Street)			____ Director ☒ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
HOUSTON,Â TXÂ 77027			____ Officer ____ Other	____ Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	☒ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, no par value ⁽¹⁾	322,938	I	By JCP Investment Partnership, LP ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title (Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JCP Investment Management, LLC 1177 WEST LOOP SOUTH SUITE 1650 HOUSTON, TX 77027	^	^ X	^	^
JCP Investment Partnership, LP 1177 WEST LOOP SOUTH SUITE 1650 HOUSTON, TX 77027	^	^ X	^	^
JCP Investment Partners, LP 11177 WEST LOOP SOUTH SUITE 1650 HOUSTON, TX 77027	^	^ X	^	^
JCP Investment Holdings, LLC 1177 WEST LOOP SOUTH SUITE 1650 HOUSTON, TX 77027	^	^ X	^	^
Pappas James C 1177 WEST LOOP SOUTH SUITE 1650 HOUSTON, TX 77027	^	^ X	^	^

Signatures

By: James C. Pappas	02/08/2012
__Signature of Reporting Person	Date
By: JCP Investment Management, LLC, By: /s/ James C. Pappas, Managing Member	02/08/2012
__Signature of Reporting Person	Date
By: JCP Investment Holdings, LLC, By: /s/ James C. Pappas, Sole Member	02/08/2012
__Signature of Reporting Person	Date
By: JCP Investment Partners, LP, By: JCP Investment Holdings, LLC, General Partner, By: /s/James C. Pappas, Sole Member	02/08/2012
__Signature of Reporting Person	Date
By: JCP Investment Partnership, LP, By: JCP Investment Management, LLC, Investment Manager, By: /s/James C. Pappas, Managing Member	02/08/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 3 is filed jointly by JCP Investment Partnership, LP, ("JCP Partnership"), JCP Investment Partners, LP ("JCP Partners"), JCP Investment Holdings, LLC ("JCP Holdings"), JCP Investment Management, LLC ("JCP Management") and James C. Pappas

(1) (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.

Represents shares of Common Stock owned directly by JCP Partnership. As the general partner of JCP Partnership, JCP Partners may be deemed to beneficially own the shares of Common Stock owned directly by JCP Partnership. As the general partner of JCP Partners, JCP

(2) Holdings may be deemed to beneficially own the shares of Common Stock owned directly by JCP Partnership. As the investment manager of JCP Partnership, JCP Management may be deemed to beneficially own the shares of Common Stock owned directly by JCP Partnership. As the managing member of JCP Management and the sole member of JCP Holdings, Mr. Pappas may be deemed to beneficially own the shares of Common Stock owned directly by JCP Partnership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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