

# SECURITIES AND EXCHANGE COMMISSION

## FORM 25

Notification filed by issuer to voluntarily withdraw a class of securities from listing and registration on a national securities exchange

Filing Date: **2012-04-30**  
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### FILER

#### **O CHARLEYS INC**

CIK:[864233](#) | IRS No.: [621192475](#) | State of Incorp.:**TN** | Fiscal Year End: **1228**  
Type: **25** | Act: **34** | File No.: [000-18629](#) | Film No.: [12795822](#)  
SIC: **5812** Eating places

Mailing Address  
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NASHVILLE TN 37204*

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6152568500*

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

**FORM 25**

**NOTIFICATION OF REMOVAL FROM LISTING AND/OR  
REGISTRATION UNDER SECTION 12(b) OF THE  
SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 0-18629

**O' CHARLEY' S INC.**

NASDAQ Global Select Market

(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed and/or registered)

3038 Sidco Drive  
Nashville, Tennessee 37204  
(615) 256-8500

(Address, including zip code, and telephone number, including area code, of Issuer' s principal executive offices)

**Common Stock, no par value**

(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

- 17 CFR 240.12d2-2(a)(1)
- 17 CFR 240.12d2-2(a)(2)
- 17 CFR 240.12d2-2(a)(3)
- 17 CFR 240.12d2-2(a)(4)
- Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or withdraw registration on the Exchange.(1)
- Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with the rules of the Exchange and the requirements of 17 CFR 240.12d2-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to the requirements of the Securities Exchange Act of 1934, O' Charley' s Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

April 30, 2012

By: /s/ R. Jeffrey Williams

Chief Financial Officer and Treasurer

Date

Name

Title