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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): May 27, 2009



**MEXICAN RESTAURANTS, INC.**  
(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation)

**000-28234**  
(Commission  
File Number)

**76-0493269**  
(IRS Employer  
Identification No.)

**1135 EDGEBROOK, HOUSTON, TEXAS 77034-1899**  
(Address of principal executive offices)

(Zip Code)

(Registrant's telephone number, including area code): **(713) 943-7574**

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:

- 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 240.14d-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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**Item 5.03. Amendment to Articles of Incorporation or Bylaws: Change in Fiscal Year.**

On May 27, 2009, the Board of Directors of Mexican Restaurants, Inc. (the "Company") approved an amendment to Article X, Certificates for Shares, Section 10.1 (Certificated and Uncertificated Shares), of the Company's Bylaws, effective as of such date. The amended section, which now states that shares of the Company's capital stock may be issued in either certificated or uncertificated form, provides the Company and its shareholders with the flexibility to take advantage of the Direct Registration System, an electronic book-entry service administered by the Depository Trust Company.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following is furnished as Exhibit 99.1 to this Current Report on Form 8-K:

99.1 Section 10.1 of the Company's Bylaws, as amended.

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**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.

MEXICAN RESTAURANTS, INC.

By: /s/ Andrew J. Dennard

Name: Andrew J. Dennard

Title: Executive Vice President, Chief Financial  
Officer, Treasurer and Corporate Secretary

Date: June 2, 2009

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INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Section 10.1 of the Company's Bylaws, as amended.

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**EXHIBIT 99.1**

Section 10.1 of the Company's Bylaws, as amended

**ARTICLE X  
CERTIFICATES FOR SHARES**

10.1 Certificated and Uncertificated Shares. Shares of capital stock of the corporation may, but shall not be required to, be issued in certificated form. If such shares are certificated, such certificates shall be numbered and shall be entered in the books of the corporation as they are issued, and shall be signed by the President or a Vice President, and the Secretary or an Assistant Secretary, of the corporation, and may be sealed with the seal of the corporation or a facsimile thereof. The signatures of the President or Vice President and Secretary or Assistant Secretary upon a certificate may be facsimiles, if the certificate is countersigned by a transfer agent or registered by a registrar, either of which is other than the corporation itself or an employee of the corporation. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he or she were such officer at the date of its issuance. If the corporation is authorized to issue shares of more than one class of shares or series, (i) there shall be set forth conspicuously upon the face or back of the certificate a full statement of the designations, preferences, limitations, and relative rights of the shares of each class or series to the extent they have been fixed and determined and the authority of the Board of Directors to fix and determine the designations, preferences, limitations, and relative rights of subsequent series or (ii) there shall be a conspicuous statement on the face or back of the certificate that (a) such a statement is set forth in the corporation's Articles of Incorporation on file with the Secretary of State of the State of Texas and (b) the corporation will furnish a copy of such statement to the record holder of the certificate without charge upon written request to the corporation at its principal place of business or registered office. Each certificate representing shares shall state upon the face thereof that the corporation is organized under the laws of the State of Texas, the name of the person to whom issued, the number and the class and the designation of the series, if any, which such certificate represents, and the par value of each share represented by such certificate or a statement that the shares are without par value. No shares of capital stock shall be issued until the consideration has been fully paid.