



DIVISION OF
CORPORATION FINANCE

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

November 19, 2010

Lawrence E. Hyatt
Chief Financial Officer
O'Charley's Inc.
3038 Sidco Drive
Nashville, Tennessee 37204

Re: O'Charley's Inc.
Form 10-K: For the Fiscal Year Ended December 27, 2009
Filed on March 12, 2010
File No. 000-18629

Dear Mr. Hyatt:

We have completed our review of your Form 10-K and have no further comments at this time.

Sincerely,

Lyn Shenk
Branch Chief