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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

AFC ENTERPRISES, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00104Q107

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X]  Rule 13d-1(b)

[ ]  Rule 13d-1(c)

[ ]  Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

(Continued on following page(s))

Page 1 of 5 Pages
<table>
<thead>
<tr>
<th><strong>CITIZENSHIP OR PLACE OF ORGANIZATION</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Illinois</td>
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<table>
<thead>
<tr>
<th><strong>NUMBER OF SHARES</strong></th>
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<tbody>
<tr>
<td><strong>SOLE VOTING POWER</strong></td>
</tr>
<tr>
<td>-0-</td>
</tr>
<tr>
<td><strong>SHARED VOTING POWER</strong></td>
</tr>
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<td>-0-</td>
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<table>
<thead>
<tr>
<th><strong>BENEFICIALLY OWNED</strong></th>
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<tbody>
<tr>
<td><strong>SOLE DISPOSITIVE POWER</strong></td>
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<tr>
<td>-0-</td>
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<tr>
<td><strong>SHARED DISPOSITIVE POWER</strong></td>
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<table>
<thead>
<tr>
<th><strong>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>-0-</td>
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<thead>
<tr>
<th><strong>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</strong></th>
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<tbody>
<tr>
<td>Not Applicable</td>
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<tr>
<th><strong>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</strong></th>
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<tbody>
<tr>
<td>0.0%</td>
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<tr>
<th><strong>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</strong></th>
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<td>IA</td>
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CUSIP No. 00104Q107

**Item 1(a). Name of Issuer:**

AFC Enterprises, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

5555 Glenridge Connector, NE
Suite 300
Atlanta, GA 30342

**Item 2(a). Name of Person Filing:**

The person filing this Schedule 13G is Keeley Asset Management Corp.

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

401 South LaSalle Street
Chicago, Illinois 60605
Item 2(c). Citizenship:
Keeley Asset Management Corp. is an Illinois corporation.

Item 2(d). Title of Class of Securities:
Common Stock

Item 2(e). CUSIP Number:
00104Q107

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Item 4. Ownership

Keeley Asset Management Corp.
(a) Amount Beneficially Owned: -0-
(b) Percent of Class: 0.0%
(c) Number of shares as to which such person has:
   (i) sole power to vote or to direct the vote: -0-
   (ii) shared power to vote or to direct the vote: -0-
   (iii) sole power to dispose or to direct the disposition of: -0-
   (iv) shared power to dispose or to direct the disposition of: -0-

Item 5. Ownership of Five Percent or Less of a Class.
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.
N/A

N/A

Item 8. Identification and Classification of Members of the Group.
N/A

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that
SIGNATURE

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.

Date: February 2, 2009

KEELEY ASSET MANAGEMENT CORP.

By:  /s/ John L. Keeley, Jr.
     John L. Keeley, Jr., President

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