

FAMOUS DAVES OF AMERICA INC

Form 4

December 12, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Walsh Patrick

2. Issuer Name **and** Ticker or Trading
Symbol
FAMOUS DAVES OF AMERICA
INC [DAVE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
141 W. JACKSON BLVD., SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2013

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
CHICAGO, IL 60604

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <u>(1)</u>	12/10/2013		J <u>(2)</u>		31,801	D	\$ 19.43	0	I	By PW Partners Master Fund LP
Common Stock <u>(1)</u>	12/10/2013		J <u>(2)</u>		31,801	A	\$ 19.43	703,486	I	By PW Partners Atlas Fund LP <u>(3)</u>
Common Stock <u>(1)</u>								52,575	D <u>(4)</u>	

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walsh Patrick 141 W. JACKSON BLVD., SUITE 300 CHICAGO, IL 60604	X	X		
PW Partners Atlas Fund LP 141 W. JACKSON BLVD., SUITE 300 CHICAGO, IL 60604				See Footnote 1
PW Partners Master Fund, L.P. 141 W. JACKSON BLVD., SUITE 300 CHICAGO, IL 60604				See Footnote 1
PW Partners Atlas Funds, LLC 141 W. JACKSON BLVD., SUITE 300 CHICAGO, IL 60604				See Footnote 1
PW Partners, LLC 141 W. JACKSON BLVD., SUITE 300 CHICAGO, IL 60604				See Footnote 1
PW Partners Capital Management LLC 141 W. JACKSON BLVD., SUITE 300 CHICAGO, IL 60604				See Footnote 1

Signatures

By: /s/ Patrick Walsh	12/12/2013
<u> </u> **Signature of Reporting Person	Date
By: PW Partners Atlas Fund LP, By: PW Partners Atlas Funds, LLC, General Partner, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer	12/12/2013
<u> </u> **Signature of Reporting Person	Date
By: PW Partners Master Fund LP, By: PW Partners, LLC, General Partner, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer	12/12/2013
<u> </u> **Signature of Reporting Person	Date
By: PW Partners Atlas Funds, LLC, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer	12/12/2013
<u> </u> **Signature of Reporting Person	Date
By: PW Partners, LLC, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer	12/12/2013
<u> </u> **Signature of Reporting Person	Date
By: PW Partners Capital Management LLC, By: /s/ Patrick Walsh, Managing Member	12/12/2013
<u> </u> **Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) This Form 4 is filed jointly by PW Partners Atlas Fund LP ("Atlas Fund"), PW Partners Master Fund LP ("Master Fund"), PW Partners Atlas Funds, LLC ("Atlas Fund GP"), PW Partners, LLC ("Master Fund GP"), PW Partners Capital Management LLC ("PW Capital Management") and Patrick Walsh, a director of the Issuer (collectively, the "Reporting Persons"). Each of Atlas Fund, Atlas Fund GP, PW Capital Management and Mr. Walsh 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.

(2) On December 10, 2013, Master Fund transferred all its shares of Common Stock of the Issuer to its affiliate Atlas Fund. As a result of such transfer, Master Fund does not own any securities of the Issuer. Accordingly, Master Fund and Master Fund GP are no longer subject to the reporting requirements of Section 16 of the Exchange Act with respect to the securities of the Issuer.

(3) Represents shares of Common Stock owned directly by Atlas Fund. As the General Partner of Atlas Fund, Atlas Fund GP may be deemed to beneficially own the shares of Common Stock owned directly by Atlas Fund. As the Investment Manager of Atlas Fund, PW Capital Management may be deemed to beneficially own the shares of Common Stock owned directly by Atlas Fund. As the Managing Member of PW Capital Management and the Managing Member and Chief Executive Officer of Atlas Fund GP, Mr. Walsh may be deemed to beneficially own the shares of Common Stock owned directly by Atlas Fund.

(4) Represents shares of Common Stock (including 13,575 shares of restricted stock) owned directly by Mr. Walsh.

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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