

FAMOUS DAVES OF AMERICA INC

Form 4

June 29, 2016

FORM 4

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

OMB APPROVAL

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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

(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)

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

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

141 W. JACKSON BLVD, SUITE 300

06/27/2016

See Footnotes 1 and 2

(Street)

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

CHICAGO, IL 60604

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾ ₍₂₎	06/27/2016		S		35,000	D	\$ 5.02	347,177 ⁽³⁾	I	By PW Partners Atlas Fund LP ⁽⁴⁾
Common Stock	06/27/2016		P		35,000	A	\$ 5.02	35,000	I	PW Partners Atlas Fund II, LP
Common Stock								52,575	D	

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

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(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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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			See Footnotes 1 and 2
PW Partners Atlas Fund II, LP 141 W. JACKSON BLVD SUITE 300 CHICAGO, IL 60604				Related Fund

Signatures

By: /s/ Patrick Walsh 06/29/2016
**Signature of Reporting Person Date

By: PW Partners Atlas Fund II, LP, Managing Member and Chief Executive Officer 06/29/2016
**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).

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- (1) This Form 4 is filed jointly by PW Partners Atlas Fund LP, PW Partners Atlas Fund II, LP and Patrick Walsh, a director of the Issuer. PW Partners Atlas Fund LP, PW Partners Atlas Fund II, LP and Mr. Walsh are members of a Section 13(d) reporting group.
- (2) PW Partners Atlas Fund LP and Mr. Walsh disclaim beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.
- (3) A previous Form 4 reported indirect ownership of by PW Partners Atlas Fund LP of 381,177 shares. The indirect ownership was correctly 382,177 shares and the total ownership has been corrected after the sale in this reporting.

- Represents shares of common stock owned directly by PW Partners Atlas Fund LP ("Atlas Fund"). As the General Partner of Atlas Fund, PW Partners Atlas Funds, LLC may be deemed to beneficially own the shares of Common Stock owned directly by Atlas Fund. As the Investment Manager of Atlas Fund, PW Partners Capital Management may be deemed to beneficially own the shares of Common Stock owned directly by Atlas Fund. As the Managing Member of PW Partners Capital Management LLC 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)

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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