

Berg Jeffrey Alan
Form SC 13D/A
September 13, 2012

OMB Approval

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB Number: 3235-0145

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SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)

NTN Buzztime, Inc.

(Name of Issuer)

Common Stock, par value \$.005 per share

(Title of Class of Securities)

629410309

(CUSIP Number)

Jeffrey A. Berg

PO Box 55399

St. Petersburg, FL 33732

(760) 438-7400

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

September 10, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 140.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See section 240.13d-7 for other parties to whom copies are to be sent.

* 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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 629410309

Names of Reporting Persons

1

**Matador Capital Partners,
L.P.**

Check the Appropriate Box if a
Member of a Group (See
Instructions)

2

(a)

3 (b)x
SEC Use Only

Source of Funds (See
Instructions)

4

WC

Check if Disclosure of Legal
Proceedings Is Required
Pursuant to Items 2(d) or 2(e)

5

o
Citizenship or Place of
Organization

6

Delaware

Number of Sole Voting Power

Shares 7

Beneficially 0

8 Shared Voting Power

Owned by

Each **17,205,758**
Reporting Sole Dispositive Power

Person With9

0
10 Shared Dispositive Power

17,205,758
Aggregate Amount Beneficially
Owned by Each Reporting
Person

11

17,205,758
Check if the Aggregate Amount
in Row (11) Excludes Certain
Shares (See Instructions)

12

o
Percent of Class Represented
by Amount in Row (11)

13

24.2%
Type of Reporting Person (See
Instructions)

14

PN

2

CUSIP No. 629410309

Names of Reporting Persons

1

BFK Investments LLC

Check the Appropriate Box if a
Member of a Group (See
Instructions)

2

(a)

3

(b)x
SEC Use Only

Source of Funds (See
Instructions)

4

AF

Check if Disclosure of Legal
Proceedings Is Required
Pursuant to Items 2(d) or 2(e)

5

o
Citizenship or Place of
Organization

6

Florida

Number of Sole Voting Power

Shares 7

Beneficially 0

8 Shared Voting Power

Owned by

Each **17,205,758**
Reporting Sole Dispositive Power

Person With9

0
10 Shared Dispositive Power

17,205,758
Aggregate Amount Beneficially
Owned by Each Reporting
Person

11

17,205,758
Check if the Aggregate Amount
in Row (11) Excludes Certain
Shares (See Instructions)

12

0
Percent of Class Represented
by Amount in Row (11)

13

24.2%
Type of Reporting Person (See
Instructions)

14

00

3

CUSIP No. 629410309

Names of Reporting Persons

1

Jeffrey A. Berg

Check the Appropriate Box if a
Member of a Group (See
Instructions)

2

(a)

(b)x

3

SEC Use Only

Source of Funds (See
Instructions)

4

AF, PF

Check if Disclosure of Legal
Proceedings Is Required
Pursuant to Items 2(d) or 2(e)

5

o

Citizenship or Place of
Organization

6

U.S.

Number of Sole Voting Power

Shares 7

Beneficially **30,000**

8 Shared Voting Power

Owned by

Each **17,205,758**
Reporting Sole Dispositive Power

Person With9

30,000
10 Shared Dispositive Power

17,205,758
Aggregate Amount Beneficially
Owned by Each Reporting
Person

11

17,235,758
Check if the Aggregate Amount
in Row (11) Excludes Certain
Shares (See Instructions)

12

o
Percent of Class Represented
by Amount in Row (11)

13

24.2%
Type of Reporting Person (See
Instructions)

14

IN, HC

4

CUSIP No. 629410309

Pursuant to Rule 13d-2 promulgated under the Securities Exchange Act of 1934, as amended, this Amendment No. 5 to Schedule 13D (this "**Amendment No. 5**") amends the Schedule 13D originally filed with the United States Securities and Exchange Commission (the "**SEC**") on September 29, 2008 (the "**Original Schedule 13D**"), as amended by Amendment No. 1 thereto filed on December 19, 2008 ("**Amendment No. 1**"), Amendment No. 2 thereto filed with the SEC on January 14, 2011 ("**Amendment No. 2**"), Amendment No. 3 thereto filed with the SEC on January 14, 2011 ("**Amendment No. 3**") and Amendment No. 4 thereto filed with the SEC on March 7, 2012 ("**Amendment No. 4**") (the Original Schedule 13D, as amended by Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and this Amendment No. 5 are collectively referred to herein as the "**Schedule 13D**").

This Amendment No. 5 relates to the shares of Common Stock (the "**Stock**") of NTN Buzztime, Inc. (the "**Issuer**") owned by Matador Capital Partners, L.P. (the "**Fund**"), BFK Investments LLC ("**BFK**"), the general partner of the Fund, and Jeffrey A. Berg, the Managing Member of BFK. The Fund, BFK and Jeffrey A. Berg are collectively referred to herein as the "**Reporting Persons**"). Except as specifically amended by this Amendment No. 5, items in the Schedule 13D are unchanged.

Information in this Amendment No. 5 with respect to each of the Reporting Persons is given solely by that particular Reporting Person, and none of the other Reporting Persons has any responsibility for the accuracy or completeness of information with respect to any other Reporting Person. Capitalized terms used herein that are not defined herein have the meanings ascribed to them in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

The information provided in Item 5 of this Amendment No. 5 is incorporated by reference to this Item 3.

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following at the end thereof:

The Fund purchased the 1,181,115 shares of Stock reported in Item 5 of this Amendment No. 5 using its working capital. The aggregate purchase price was \$201,742.67.

Item 5. Interest in Securities of the Issuer

Paragraphs (a), (b), (c) and (d) of Item 5 of the Schedule 13D are hereby amended by replacing them in their entirety with the following:

(a), (b) & (d): Each Reporting Person's beneficial ownership of the Stock on the date of this Amendment No. 5 is reflected on that Reporting Person's cover page of this Amendment No. 5. BFK is a limited liability company and serves as the general partner of the Fund with the power to invest in, vote and dispose of the Stock on behalf the Fund. The Fund has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. Only Mr. Berg as a limited partner in the Fund individually has an interest through the Fund in more than 5% of the outstanding Stock. Mr. Berg is the Managing Member of BFK and controls the investment decisions of BFK and the Fund. The Reporting Persons are filing the Schedule 13D jointly, but not as members of a group, and each of them expressly disclaims membership in a group. Each of BFK and Mr. Berg disclaims beneficial ownership of the Stock except to the extent of that Reporting Person's pecuniary interest therein. In addition, the filing of the Schedule 13D on behalf of the Fund should not be construed as an admission that any of the other Reporting Persons is, and each of them disclaims that it is, the beneficial owner, as defined in Rule 13d-3 under the Securities Exchange Act of 1934, of any of the Stock covered by the Schedule 13D.

(c): During the past 60 days, the Fund has made the following transactions in shares of the Issuer:

The Fund purchased 18,431 shares of Stock from September 5, 2012 through September 7, 2012 at an average purchase price per share of \$0.1654 on the open market through a broker.

The Fund purchased 1,110,684 shares of Stock on September 10, 2012 at a purchase price per share of \$0.17 in a private transaction from another stockholder of the Issuer.

The Fund purchased 52,000 shares of Stock on September 11, 2012 at an average purchase price per share of \$0.19 on the open market through a broker.

Except as set forth in this Item 5(c), no transactions in the Stock were effected by any of the Reporting Persons during the 60 days preceding the date of this Amendment No. 5.

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.

Dated: September 13, 2012 **MATADOR CAPITAL PARTNERS, L.P.**

Name: BFK Investments LLC

By:

Title: General Partner

/s/ Jeffrey A. Berg

By: Name: Jeffrey A. Berg

Title: Managing Member

Dated: September 13, 2012 **BFK INVESTMENTS LLC**

/s/ Jeffrey A. Berg

By: Name: Jeffrey A. Berg

Title: Managing Member

JEFFREY A. BERG

Dated: September 13, 2012

/s/ Jeffrey A. Berg

Jeffrey A. Berg

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

