

FAMOUS DAVES OF AMERICA INC
Form SC 13D/A
March 19, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D A/1

Under the Securities Exchange Act of 1934

FAMOUS DAVE'S OF AMERICA, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

307068106
(CUSIP Number)

Arthur H. Amron, Esq.
Wexford Capital LP
411 West Putnam Avenue
Greenwich, CT 06830
(203) 862-7012
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 12, 2018
(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 Rule 13d-1(e), Rule 13d-1(f) or Rule 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 disclosures provided in a prior cover page.

The information required on 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 other subject to the liabilities of that section of Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 307068106

Names
of
Reporting
Persons.

I.R.S.

1 Identification of Disruptive Investors
Nos. of LLC
above
Persons
(entities
only)

Check the Appropriate
Box if a Member of a
Group

2 (See Instructions)
(a)
(b)

3 SEC Use Only

4 Source
of
Funds OO
(See
Instructions)

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

6 Citizenship
or
Place of
Organization
Number of
Sole Voting
Power
Shares 0

Beneficially Owned Voting
 by 8 Power (see 36,156
 Each Item 5
 Reporting Person
 With Sole
 9 Dispositive 0
 Power

 10 Shared 36,156
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 Owned by Each
 Reporting
 Person

11 *includes 36,156
 subscription
 rights
 exercisable to
 acquire 6,355
 shares of
 common stock

Check if the Aggregate
 Amount in Row (11)
 12 Excludes Certain Shares
 (See Instructions)

Percent of
 Class
 13 Represented 0.49%
 by Amount
 in Row (11)

Type of
 Reporting
 Person
 14 OO
 (See
 Instructions)

CUSIP No. 307068106

Names
of
Reporting
Persons.

I.R.S.

1 Identification No. of Investors LLC
Nos. of Investors LLC
above
Persons
(entities
only)

Check the Appropriate
Box if a Member of a
Group

2 (See Instructions)
(a)
(b)

3 SEC Use Only

4 Source
of
Funds OO
(See
Instructions)

Check
if
Disclosure
of
Legal
Proceedings

5 is
Required
Pursuant
to
Items
2(d) or
2(e)

Citizenship
or Place Delaware
6 of
Organization

Number of 7 Power 0
Sole Voting
Shares

Beneficially Owned Voting
 by 8 Power (see 75,210
 Each Item 5
 Reporting Person)

With Sole
 9 Dispositive 0
 Power

10 Shared 75,210
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 Owned by Each
 Reporting
 Person

11 *includes 75,210
 subscription
 rights
 exercisable to
 acquire 13,220
 shares of
 common stock

Check if the Aggregate
 Amount in Row (11)
 12 Excludes Certain Shares
 (See Instructions)

Percent of
 Class
 13 Represented 1.01%
 by Amount
 in Row (11)

Type of
 Reporting
 Person OO
 14 (See
 Instructions)

CUSIP No. 307068106

Names
of
Reporting
Persons.
I.R.S.

1 Identification Nos. of Investors
above
Persons
(entities
only)

Check the Appropriate Box if
a Member of a Group

2 (See Instructions)
(a)
(b)

3 SEC Use Only

4 Source
of
Funds
(See Instructions)

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

6 Citizenship
or
Place
of
Organization

7 Sole Voting
Power
Shares
Beneficially

0
1,505,567

Owned ~~Shared~~
 by Voting
 Each Power (see
 Report ~~Item~~ 5
 Person below)
 With
 Sole
 9 Dispositive 0
 Power

10 Shared 1,505,567
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 Owned by Each
 Reporting
 Person
 11 *includes 1,505,567
 subscription
 rights exercisable
 to acquire
 264,647 shares
 of common
 stock

Check if the Aggregate
 Amount in Row (11)
 12 Excludes Certain Shares (See
 Instructions)

Percent of
 Class
 Represented
 13 by Amount 19.67%
 in Row
 (11)

Type of
 Reporting
 Person OO
 14 (See
 Instructions)

CUSIP No. 307068106

Names
of
Reporting
Persons.
I.R.S.
Identification
1 Nos. Wexford Capital LP
of
above
Persons
(entities
only)

Check the Appropriate
Box if a Member of a
2 Group
(See Instructions)
(a)
(b)
3 SEC Use Only

Source
of
4 Funds OO
(See
Instructions)

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

Citizenship
or
6 Place Delaware
of
Organization
7 Number of Voting
of Power

Shares
 Beneficially
 Owned
 by 8 Power (see 1,616,933
 Each Item 5
 Reporting
 Person
 With Sole
 9 Dispositive 0
 Power

10 Shared 1,616,933
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 Owned by
 Each
 Reporting
 Person
 11 *includes 1,616,933
 subscription
 rights
 exercisable to
 acquire
 284,222 shares
 of common
 stock

Check if the Aggregate
 Amount in Row (11)
 12 Excludes Certain Shares
 (See Instructions)

Percent of
 Class
 Represented
 13 by 21.07%
 Amount in
 Row (11)

Type
 of
 Reporting
 14 Person PN
 (See
 Instructions)

CUSIP No. 307068106

Names
of
Reporting
Persons.
I.R.S.
Identification

1 Nos. Wexford GP LLC
of
above
Persons
(entities
only)

Check the Appropriate
Box if a Member of a

2 Group
(See Instructions)
(a)
(b)

3 SEC Use Only

Source
of

4 Funds OO
(See
Instructions)

Check
if
Disclosure
of
Legal
Proceedings

5 is
Required
Pursuant
to
Items
2(d) or
2(e)

Citizenship
or

6 Place Delaware
of
Organization

7 Number of Voting
of Power

Shares
 Beneficially
 Owned by
 Each Reporting
 Person
 With Sole
 Dispositive
 Power

1,616,933

10 Shared
 Dispositive
 Power (see
 Item 5
 below)

1,616,933

Aggregate
 Amount
 Beneficially
 Owned by
 Each
 Reporting
 Person

1,616,933

11 *includes
 subscription
 rights
 exercisable to
 acquire
 284,222 shares
 of common
 stock

Check if the Aggregate
 Amount in Row (11)

12 Excludes Certain Shares
 (See Instructions)

Percent of
 Class
 Represented
 by

21.07%

Type
 of
 Reporting
 Person
 (See
 Instructions)

CUSIP No. 307068106

Names
of
Reporting
Persons.
I.R.S.
Identification
1 Nos. Charles E.
of Davidson
above
Persons
(entities
only)

Check the Appropriate
Box if a Member of a
2 Group
(See Instructions)
(a)
(b)
3 SEC Use Only

Source
of
4 Funds OO
(See
Instructions)

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

Citizenship
or
6 Place United States
of
Organization
7 Number of Voting
of Power

Shares
 Beneficially
 Owned by
 8 Power (see 1,616,933
 Each Item 5
 Reporting
 Person
 With Sole
 9 Dispositive 0
 Power

10 Shared 1,616,933
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 Owned by
 Each
 Reporting
 Person
 11 *includes 1,616,933
 subscription
 rights
 exercisable to
 acquire
 284,222 shares
 of common
 stock

Check if the Aggregate
 Amount in Row (11)
 12 Excludes Certain Shares
 (See Instructions)

Percent of
 Class
 Represented
 13 by 21.07%
 Amount in
 Row (11)

Type
 of
 Reporting
 14 Person IN
 (See
 Instructions)

CUSIP No. 307068106

Names
of
Reporting
Persons.
I.R.S.

1 Identification
Nos. of Joseph M. Jacobs
above
Persons
(entities
only)

Check the Appropriate Box if
a Member of a Group

2 (See Instructions)
(a)
(b)

3 SEC Use Only

4 Source
of
Funds OO
(See
Instructions)

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

6 Citizenship
or
Place United States
of
Organization

Number of 7 Sole Voting
Power 0
Shares

Beneficially 1,616,933

Owned ~~Shared~~
 by Voting
 Each Power (see
 Report ~~Item~~ 5
 Person below)
 With
 Sole
 9 Dispositive 0
 Power

 10 Shared 1,616,933
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 Owned by Each
 Reporting
 Person

11 *includes 1,616,933
 subscription
 rights exercisable
 to acquire
 284,222 shares
 of common
 stock

Check if the Aggregate
 Amount in Row (11)

12 Excludes Certain Shares (See
 Instructions)

Percent of
 Class
 Represented
 13 by Amount 21.07%
 in Row
 (11)

Type of
 Reporting
 Person
 14 IN
 (See
 Instructions)

SCHEDULE 13D

This Amendment No. 1 to Schedule 13D (the "Amendment No. 1") modifies and supplements the Schedule 13D initially filed on June 22, 2015 (the "Original Statement", and together with this Amendment No. 1, the "Statement"), with respect to the common stock, \$0.01 par value per share (the "Common Stock") of Famous Dave's of America, Inc. (the "Company"). Except to the extent supplemented or amended by the information contained in this Amendment No. 1, the Original Statement remains in full force and effect. Capitalized terms used herein without definition have the respective meanings ascribed to them in the Original Statement.

Item 1. Security and Issuer

Item 1 is hereby amended and restated in its entirety as follows:

This Statement is being filed with respect to the common stock, \$0.01 par value per share (the "Common Stock"), of Famous Dave's of America, Inc. (the "Company"). The address of the principal executive offices of the Company is:

Famous Dave's of America, Inc.
12701 Whitewater Drive, Suite 190
Minnetonka, MN 55343

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby supplemented by adding the following:

The Company distributed to the Purchasing Entities an aggregate of 284,222 non-transferable subscription rights (the "Rights"), each of which may be exercised to purchase 1 (one) share of Common Stock of the Company, as further described in the Form 424B4 filed by the Company with the Commission on March 12, 2018.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

The aggregate number and percentage of shares of Common Stock beneficially owned by the Reporting Persons (on the basis of 7,391,315 shares of Common Stock issued and outstanding as of February 20, 2018, as reported in the Company's Form 10-K filed with the Commission on March 5, 2018, increased, to the extent applicable, for each Reporting Person to reflect the assumed exercise of all Rights beneficially owned by such Reporting Person) are as follows:

Debello Investors LLC

a) Amount beneficially owned:	36,156	Percentage: 0.49%
b) Number of shares to which the Reporting Person has:		
i. Sole power to vote or to direct the vote:	0	
ii. Shared power to vote or to direct the vote:	36,156	
iii. Sole power to dispose or to direct the disposition of:	0	
iv. Shared power to dispose or to direct the disposition of:	36,156	

Wexford Focused Investors LLC

a) Amount beneficially owned:	75,210	Percentage: 1.01%
b) Number of shares to which the Reporting Person has:		

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i. Sole power to vote or to direct the vote:	0
ii. Shared power to vote or to direct the vote:	75,210
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	75,210

Wexford Spectrum Investors LLC

a) Amount beneficially owned: 1,505,567	Percentage: 19.67%
b) Number of shares to which the Reporting Person has:	
i. Sole power to vote or to direct the vote:	0
ii. Shared power to vote or to direct the vote:	1,505,567
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	1,505,567

Wexford Capital LP

a) Amount beneficially owned: 1,616,933	Percentage: 21.07%
b) Number of shares to which the Reporting Person has:	
i. Sole power to vote or to direct the vote:	0
ii. Shared power to vote or to direct the vote:	1,616,933
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	1,616,933

Wexford GP LLC

a) Amount beneficially owned: 1,616,933	Percentage: 21.07%
b) Number of shares to which the Reporting Person has:	
i. Sole power to vote or to direct the vote:	0
ii. Shared power to vote or to direct the vote:	1,616,933
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	1,616,933

Charles E. Davidson

a) Amount beneficially owned: 1,616,933	Percentage: 21.07%
b) Number of shares to which the Reporting Person has:	
i. Sole power to vote or to direct the vote:	0
ii. Shared power to vote or to direct the vote:	1,616,933
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	1,616,933

Joseph M. Jacobs

a) Amount beneficially owned: 1,616,933	Percentage: 21.07%
b) Number of shares to which the Reporting Person has:	
i. Sole power to vote or to direct the vote:	0
ii. Shared power to vote or to direct the vote:	1,616,933
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	1,616,933

The total shares of Common Stock reported as beneficially owned by each of Wexford Capital, Wexford GP, Mr. Davidson and Mr. Jacobs include the shares of Common Stock reported as beneficially owned by the Purchasing Entities. Wexford Capital may, by reason of its status as manager of the Purchasing Entities, be deemed to own beneficially the shares of Common Stock of which the Purchasing Entities possess beneficial ownership. Wexford GP may, by reason of its status as general partner of Wexford Capital, be deemed to own beneficially the securities of

which the Purchasing Entities possess beneficial ownership. Each of Messrs. Davidson and Jacobs may, by reason of his status as a controlling person of Wexford GP, be deemed to own beneficially the shares of Common Stock of which the Purchasing Entities possess beneficial ownership. Each of Wexford GP, Wexford Capital, Davidson and Jacobs, shares the power to vote and to dispose of the shares of Common Stock beneficially owned by the Purchasing Entities. Each of Wexford Capital, Wexford GP, Davidson and Jacobs disclaims beneficial ownership of the shares of Common Stock owned by the Purchasing Entities and this report shall not be deemed as an admission that they are the beneficial owner of such securities except, in the case of Messrs. Davidson and Jacobs, to the extent of their respective personal ownership interests in any of the members of the Purchasing Entities.

Except as set forth in Item 3 above, the Reporting Persons have not effected any transactions in the Common Stock during the 60 days preceding the date of this Amendment No. 1.

* * * * *

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: March 19, 2018 Company Name
DEBELLO INVESTORS LLC

By: /s/ Arthur Amron
Name: Arthur H. Amron
Title: Vice President and Assistant Secretary

WEXFORD FOCUSED INVESTORS LLC

By: /s/ Arthur Amron
Name: Arthur H. Amron
Title: Vice President and Assistant Secretary

WEXFORD SPECTRUM INVESTORS LLC

By: /s/ Arthur Amron
Name: Arthur H. Amron
Title: Vice President and Assistant Secretary

WEXFORD CAPITAL LP

By: Wexford GP LLC, its General Partner

By: /s/ Arthur Amron
Name: Arthur H. Amron
Title: Vice President and Assistant Secretary

WEXFORD GP LLC

By: /s/ Arthur Amron
Name: Arthur H. Amron
Title: Vice President and Assistant Secretary

/s/ Joseph M. Jacobs
JOSEPH M. JACOBS

/s/ Charles E. Davidson
CHARLES E. DAVIDSON