

FAMOUS DAVES OF AMERICA INC
Form SC 13G/A
July 03, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G/A

OMB APPROVAL
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**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

FAMOUS DAVE S OF AMERICA, INC.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

307068106

(CUSIP Number)

12-31-02

(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(3)

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*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 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 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).

CUSIP No. 307168106

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Jess S. Morgan & Company, Inc.
95-2483169

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

(a)

(b)

3. **SEC Use Only**

4. **Citizenship or Place of Organization**

California corporation

5. **Sole Voting Power**
None

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

6. **Shared Voting Power**
562,640

7. **Sole Dispositive Power**
None

8. **Shared Dispositive Power**

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**

562,640 Shares of Common Stock, \$.01 par value

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

Not applicable

11. **Percent of Class Represented by Amount in Row (9)**

4.9%

12. **Type of Reporting Person (See Instructions)**

IA

Item 1.

- (a) **Name of Issuer**
Famous Daves of America, Inc.
- (b) **Address of Issuer's Principal Executive Offices**
7657 Anagram Dr.
Eden Prairie, MN 55344

Item 2.

- (a) **Name of Person Filing**
- (b) **Address of Principal Business Office or, if none, Residence**
- (c) **Citizenship**
Jess S. Morgan & Company, Inc.
5750 Wilshire Blvd., Suite 590
Los Angeles, CA 90036
(California corporation)
- (d) **Title of Class of Securities**
Common Stock, \$.01 par value
- (e) **CUSIP Number**
307068106

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).**
Not applicable
 - (b) **Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).**
Not applicable
 - (c) **Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).**
Not applicable
 - (d) **Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).**
Not applicable
 - (e) **An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);**
 - (f) **An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);**
Not applicable
 - (g) **A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);**
Not applicable
 - (h) **A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);**
 - (i) **A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);**
 - (j) **Group, in accordance with §240.13d-1(b)(1)(ii)(J).**
Not applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) **Amount beneficially owned:** 562,640 Shares of Common Stock, \$.01 par value.
- (b) **Percent of class:** 4.9%
- (c) **Number of shares as to which the person has:**
 - (i) **Sole power to vote or to direct the vote** None
 - (ii) **Shared power to vote or to direct the vote** 562,640
 - (iii) **Sole power to dispose or to direct the disposition of** None
 - (iv) **Shared power to dispose or to direct the disposition of** 562,640

Item 5. Ownership of Five Percent or Less of a Class

Yes

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

None

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired 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 such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

7-3-03

Date

/s/ Gary Levenstein

Signature

Gary Levenstein
Executive Vice President
Jess S. Morgan & Company, Inc.

Name/Title