

Walsh Patrick
Form 4
May 01, 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)
04/30/2013

☒ 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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	04/30/2013		A		13,575 (2)	A	\$ 0
					52,575	D	
					703,486	I	See footnote (1)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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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 Repo 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 X
CHICAGO, IL 60604

Signatures

/Patrick Walsh/ 05/01/2013
__Signature of Date
Reporting Person

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).
- Includes (i) 671,685 shares owned directly by PW Partners Atlas Fund LP ("Atlas Fund") and (ii) 31,801 shares owned directly by PW Partners Master Fund LP ("Master Fund"). Mr. Walsh serves as the Managing Member of PW Partners Capital Management LLC ("PW Partners Capital Management") and the Managing Member and Chief Executive Officer of PW Partners Atlas Funds, LLC ("Atlas Fund GP") and PW Partners, LLC ("Master Fund GP"). PW Capital Management serves as the investment manager of Atlas Fund and Master Fund. Atlas Fund GP and Master Fund GP serve as the general partners of Atlas Fund and Master Fund, respectively.
- (1) Capital Management") and the Managing Member and Chief Executive Officer of PW Partners Atlas Funds, LLC ("Atlas Fund GP") and PW Partners, LLC ("Master Fund GP"). PW Capital Management serves as the investment manager of Atlas Fund and Master Fund. Atlas Fund GP and Master Fund GP serve as the general partners of Atlas Fund and Master Fund, respectively.
- (2) Grant of restricted stock, which restrictions lapse as to 1/5 of the grant on each of 4/30/2014, 4/30/2015, 4/30/2016, 4/30/2017 and 4/30/2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.