

FAMOUS DAVES OF AMERICA INC  
Form SC 13D/A  
August 07, 2015  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

Famous Dave's of America, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

307068106  
(CUSIP Number)

Eleazer Klein, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

August 5, 2015  
(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.

(Page 1 of 12 Pages)

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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

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).

**1** NAME OF REPORTING PERSONS

LIONEYE MASTER  
 FUND LTD  
 CHECK THE  
 APPROPRIATE  " "  
**2** BOX IF A  
 MEMBER OF(b) " "  
 A GROUP  
**3** SEC USE ONLY

**4** SOURCE OF FUNDS

WC  
 CHECK BOX  
 IF  
 DISCLOSURE  
 OF LEGAL  
**5** PROCEEDING  
 IS  
 REQUIRED  
 PURSUANT  
 TO ITEM  
 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF  
 SHARES  
 BENEFICIALLY **7**  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH  
**8**

SOLE  
 VOTING  
 POWER  
 781,534  
 SHARED  
 VOTING  
 POWER

**9** 0  
 SOLE  
 DISPOSITIVE  
 POWER

**10** 781,534  
 SHARED  
 DISPOSITIVE

POWER

0

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

781,534

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

11.2%

**14** TYPE OF REPORTING  
PERSON

CO

**1** NAME OF REPORTING PERSONS

LIONEYE ONSHORE FUND LP

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) A GROUP SEC USE ONLY

**3** SOURCE OF FUNDS

WC CHECK BOX

**4** IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5** DELAWARE

SOLE VOTING POWER

**6** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** 81,332 SHARED VOTING POWER

**8** 0 SOLE DISPOSITIVE POWER

**9** 81,332 SHARED DISPOSITIVE

**10** 81,332 SHARED DISPOSITIVE

POWER

0

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

81,332

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

1.2%

**14** TYPE OF REPORTING  
PERSON

PN

**1** NAME OF REPORTING PERSONS

LIONEYE ADVISORS LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) A GROUP SEC USE ONLY

**3** SOURCE OF FUNDS

AF CHECK BOX

**4** IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5** DELAWARE

SOLE VOTING POWER

**6** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** 81,332 SHARED VOTING POWER

**8** 0 SOLE DISPOSITIVE POWER

**9** 81,332 SHARED DISPOSITIVE

**10** POWER

POWER

0

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

81,332

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

1.2%

**14** TYPE OF REPORTING  
PERSON

OO

NAME OF REPORTING PERSONS

**1** LIONEYE CAPITAL  
MANAGEMENT LLC  
CHECK THE  
APPROPRIATE  " "  
**2** BOX IF A  
MEMBER OF (b) " "  
A GROUP  
**3** SEC USE ONLY

SOURCE OF FUNDS

**4** AF, OO  
CHECK BOX  
IF  
DISCLOSURE  
OF LEGAL  
**5** PROCEEDING  
IS  
REQUIRED  
PURSUANT  
TO ITEM  
2(d) or 2(e)  
CITIZENSHIP OR  
**6** PLACE OF  
ORGANIZATION

DELAWARE

NUMBER OF  
SHARES  
BENEFICIALLY **7**  
OWNED BY  
EACH  
REPORTING  
PERSON WITH  
**8**

SOLE  
VOTING  
POWER  
1,236,108  
SHARED  
VOTING  
POWER

**9** 0  
SOLE  
DISPOSITIVE  
POWER

**10** 1,236,108  
SHARED  
DISPOSITIVE

POWER

0

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

1,236,108

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

17.7%

**14** TYPE OF REPORTING  
PERSON

OO

**1** NAME OF REPORTING PERSONS

STEPHEN RANERI  
 CHECK THE  
 APPROPRIATE  " "  
**2** BOX IF A  
 MEMBER OF(b) " "  
 A GROUP  
**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF  
 CHECK BOX  
 IF

**5** DISCLOSURE  
 OF LEGAL  
 PROCEEDING  
 IS

REQUIRED  
 PURSUANT  
 TO ITEM  
 2(d) or 2(e)  
 CITIZENSHIP OR  
**6** PLACE OF  
 ORGANIZATION

USA

NUMBER OF  
 SHARES  
 BENEFICIALLY **7** OWNED BY

SOLE  
 VOTING  
 POWER

EACH  
 REPORTING  
 PERSON WITH

**8**

0  
 SHARED  
 VOTING  
 POWER

**9**

1,236,108  
 SOLE  
 DISPOSITIVE  
 POWER

**10**

0  
 SHARED  
 DISPOSITIVE  
 POWER

	1,236,108
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	1,236,108 CHECK IF THE AGGREGATE AMOUNT IN ROW (11)        .. EXCLUDES CERTAIN SHARES
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
<b>14</b>	17.7% TYPE OF REPORTING PERSON  IN

**1** NAME OF REPORTING PERSONS

ARTHUR ROSEN  
 CHECK THE  
 APPROPRIATE  " "  
**2** BOX IF A  
 MEMBER OF (b) " "  
 A GROUP  
**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF  
 CHECK BOX  
 IF  
**5** DISCLOSURE  
 OF LEGAL  
 PROCEEDING  
 IS  
 REQUIRED  
 PURSUANT  
 TO ITEM  
 2(d) or 2(e)  
**6** CITIZENSHIP OR  
 PLACE OF  
 ORGANIZATION

USA

NUMBER OF  
 SHARES  
 BENEFICIALLY **7**  
 OWNED BY

SOLE  
 VOTING  
 POWER

EACH  
 REPORTING  
 PERSON WITH

**8**

0  
 SHARED  
 VOTING  
 POWER

**9**

1,236,108  
 SOLE  
 DISPOSITIVE  
 POWER

**10**

0  
 SHARED  
 DISPOSITIVE  
 POWER

	1,236,108
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	1,236,108 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..
<b>13</b>	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
<b>14</b>	17.7% TYPE OF REPORTING PERSON  IN

CUSIP No. 307068106 SCHEDULE 13D/A Page 8 of 12 Pages

This Amendment No. 4 ("Amendment No. 4") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on January 12, 2015 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D filed with the SEC on February 23, 2015 ("Amendment No. 1"), Amendment No. 2 to the Original Schedule 13D filed with the SEC on May 5, 2015 ("Amendment No. 2") and Amendment No. 3 to the Original Schedule 13D filed with the SEC on June 25, 2015 ("Amendment No. 3" and together with the Original Schedule 13, Amendment No. 1, Amendment No. 2 and this Amendment No. 4, the "Schedule 13D") with respect to the shares of common stock, par value \$0.01 per share (the "Shares"), of Famous Dave's of America, Inc., a Minnesota corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 4 have the meanings set forth in the Schedule 13D. This Amendment No. 4 amends Items 3 and 5 as set forth below.

### **Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Shares purchased by LionEye Master Fund and LionEye Onshore and held in the LionEye Capital Management Accounts were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted on Schedule B. The aggregate purchase price of the 781,534 Shares beneficially owned by LionEye Master Fund is approximately \$20,110,676, including brokerage commissions. The aggregate purchase price of the 81,332 Shares beneficially owned by LionEye Onshore is approximately \$2,090,699, including brokerage commissions. The aggregate purchase price of the 373,242 Shares held in the LionEye Capital Management Accounts is approximately \$10,052,159, including brokerage commissions.

### **Item 5. INTEREST IN SECURITIES OF THE ISSUER.**

Items 5(a), (b) and (c) of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 7,003,475 Shares outstanding as of May 5, 2015, which is the total number of Shares outstanding as reported in the Issuer's quarterly report on Form 10-Q for the quarterly period ended March 29, 2015 filed with the Securities and Exchange Commission on May 8, 2015.

(i) LionEye Master Fund:

(a) As of the date hereof, LionEye Master Fund beneficially owned 781,534 Shares.

Percentage: Approximately 11.2%.

(b) 1. Sole power to vote or direct vote: 781,534

2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 781,534
4. Shared power to dispose or direct the disposition: 0

The transactions in the Shares by LionEye Master Fund  
(c) since the filing of Amendment No. 3 are set forth in  
Schedule B and are incorporated herein by reference.

(ii) LionEye Onshore:

- (a) As of the date hereof, LionEye Onshore beneficially owned 81,332 Shares.  
Percentage: Approximately 1.2%.

- (b) 1. Sole power to vote or direct vote: 81,332
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 81,332
- 4. Shared power to dispose or direct the disposition: 0

- (c) LionEye Onshore has not entered into any transactions since the filing of Amendment No. 3.

(iii) LionEye Advisors:

LionEye Advisors, as the general partner of LionEye

- (a) Onshore, may be deemed the beneficial owner of the 81,332 Shares beneficially owned by LionEye Onshore. Percentage: Approximately 1.2%.
- (b) 1. Sole power to vote or direct vote: 81,332
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 81,332
- 4. Shared power to dispose or direct the disposition: 0

- (c) LionEye Advisors has not entered into any transactions in the Shares since the filing of Amendment No. 3.

(iv) LionEye Capital Management:

As of the date hereof, 373,242 Shares were held in the LionEye Capital Management Accounts. LionEye Capital Management, as the investment manager of LionEye Master Fund, LionEye Onshore and the LionEye Capital

- (a) Management Accounts, may be deemed the beneficial owner of the (i) 781,534 Shares beneficially owned by LionEye Master Fund, (ii) 81,332 Shares beneficially owned by LionEye Onshore and (iii) 373,242 Shares held in the LionEye Capital Management Accounts. Percentage: Approximately 17.7%.
- (b) 1. Sole power to vote or direct vote: 1,236,108
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 1,236,108
- 4. Shared power to dispose or direct the disposition: 0

The transactions in the Shares by LionEye Capital

- (c) Management on behalf of LionEye Master Fund since the filing of Amendment No. 3 are set forth in Schedule B and are incorporated herein by reference.

(v) Messrs. Raneri and Rosen:

- (a) Each of Messrs. Raneri and Rosen, as a managing member of each of LionEye Capital Management and LionEye Advisors,

may be deemed the beneficial owner of the (i) 781,534 Shares beneficially owned by LionEye Master Fund, (ii) 81,332 Shares beneficially owned by LionEye Onshore and (iii) 373,242 Shares held in the LionEye Capital Management Accounts. Percentage: Approximately 17.7%.

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 1,236,108
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 1,236,108

None of Messrs. Raneri or Rosen has entered into any transactions in the Shares since the filing of Amendment (c)No. 3. The transactions in the Shares on behalf of LionEye Master Fund since the filing of Amendment No. 3 are set forth in Schedule B and are incorporated herein by reference.

Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 7, 2015

**LionEye Master Fund Ltd**

By: /s/ Stephen Raneri  
Name: Stephen Raneri  
Title: Director

**LionEye Onshore Fund LP**

By: LionEye Advisors LLC, its General Partner

By: /s/ Stephen Raneri  
Name: Stephen Raneri  
Title: Managing Member

**LionEye Advisors LLC**

By: /s/ Stephen Raneri  
Name: Stephen Raneri  
Title: Managing Member

**LionEye Capital Management LLC**

By: /s/ Stephen Raneri  
Name: Stephen Raneri  
Title: Managing Member

/s/ Stephen Raneri  
Stephen Raneri

/s/ Arthur Rosen  
Arthur Rosen



**SCHEDULE B****Transactions in the Shares**

This Schedule sets forth information with respect to each purchase and sale of shares of Common Stock that were effectuated since the filing of Amendment No. 3. Unless otherwise indicated, all transactions were effectuated in the open market through a broker and all prices include brokerage commissions. The price reported in the column Price Per Share (\$) is a weighted average price if a price range is indicated in the column Price Range (\$). These Shares were purchased in multiple transactions at prices between the price ranges below. The Reporting Persons will undertake to provide to the staff of the SEC, upon request, full information regarding the number of Shares sold at each separate price.

<u>Nature of the Transaction</u>	<u>Securities</u>	<u>Price Per</u>	<u>Date of</u>	<u>Price Range (\$)</u>
	<u>Purchased/(Sold) Share (\$)</u>		<u>Purchase / Sale</u>	

**LIONEYE MASTER FUND LTD**

Purchase of Common Stock	139,700	\$16.12	8/5/2015	\$15.52 - \$17.10
Purchase of Common Stock	55,908	\$14.96	8/6/2015	\$14.86 - \$15.00