

Walsh Patrick
Form 4
June 13, 2018

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

OMB
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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., STE.
1702

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

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

CHICAGO, IL 60604

(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, \$0.01 par value ⁽¹⁾	06/11/2018		J ⁽⁴⁾	44,266 D \$ 0 0		I	By PW Partners Atlas Fund II, LP ⁽³⁾
Common Stock, \$0.01 par value ⁽¹⁾					315,513	I	By PW Partners Atlas Fund LP ⁽²⁾
Common Stock, \$0.01 par					61,277	D	

value ⁽¹⁾Common
Stock,
\$0.01 par
value ⁽¹⁾

0

I

By PW
Partners,
LLC

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

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(9-02)**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. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				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. STE. 1702 CHICAGO, IL 60604	X			
PW Partners Atlas Fund LP 141 W. JACKSON BLVD., SUITE 1702 CHICAGO, IL 60604	X			
PW Partners Atlas Fund II, LP 141 W. JACKSON BLVD., SUITE 1702 CHICAGO, IL 60604	X			
PW Partners Atlas Funds, LLC 141 W. JACKSON BLVD., SUITE 1702 CHICAGO, IL 60604	X			

PW Partners, LLC
141 W. JACKSON BLVD., SUITE 1702 X
CHICAGO, IL 60604

PW Partners Capital Management LLC
141 W. JACKSON BLVD., SUITE 1702 X
CHICAGO, IL 60604

Signatures

By: /s/ Patrick Walsh 06/13/2018
__Signature of Reporting Person Date

By: PW Partners Atlas Fund LP, By: PW Partners Atlas Funds, LLC, General Partner, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer 06/13/2018
__Signature of Reporting Person Date

By: PW Partners Atlas Fund II LP, By: PW Partners Atlas Funds, LLC, General Partner, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer 06/13/2018
__Signature of Reporting Person Date

By: PW Partners Atlas Funds, LLC, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer 06/13/2018
__Signature of Reporting Person Date

By: PW Partners, LLC, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer 06/13/2018
__Signature of Reporting Person Date

By: PW Partners Capital Management LLC, By: /s/ Patrick Walsh, Managing Member 06/13/2018
__Signature of Reporting Person Date

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).

This Form 4 is filed jointly by PW Partners Atlas Fund LP ("Atlas Fund I"), PW Partners Atlas Fund II LP ("Atlas Fund II"), PW Partners Atlas Funds, LLC ("Atlas Fund GP"), PW Partners Capital Management LLC ("PW Capital Management"), PW Partners, LLC and Patrick Walsh (collectively, the "Reporting Persons"). Jeffery Crivello, the Chief Financial Officer of PW Capital Management, is a
(1) director of the Issuer. As a result, each of the Reporting Persons may be deemed to be a director by deputization of the Issuer. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein. The filing of this Form 4 shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own.

Represents securities owned directly by Atlas Fund I. As the General Partner of Atlas Fund I, Atlas Fund GP may be deemed to beneficially own the securities owned directly by Atlas Fund I. As the Investment Manager of Atlas Fund I, PW Capital Management
(2) may be deemed to beneficially own the securities owned directly by Atlas Fund I. As the Managing Member of PW Capital Management and the Managing Member and Chief Executive Officer of Atlas Fund GP, Mr. Walsh may be deemed to beneficially own the securities owned directly by Atlas Fund I.

Represents securities owned directly by Atlas Fund II. As the General Partner of Atlas Fund II, Atlas Fund GP may be deemed to beneficially own the securities owned directly by Atlas Fund II. As the Investment Manager of Atlas Fund II, PW Capital Management
(3) may be deemed to beneficially own the securities owned directly by Atlas Fund II. As the Managing Member of PW Capital Management and the Managing Member and Chief Executive Officer of Atlas Fund GP, Mr. Walsh may be deemed to beneficially own the securities owned directly by Atlas Fund II.

Represents a distribution of shares by Atlas Fund II to limited partners. Following such distribution, Atlas Fund II no longer beneficially
(4) owned any securities of the Issuer and shall no longer be deemed to be a director by deputization and shall cease to be a Reporting Person immediately following the filing of this Form 4.

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

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