

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 Reportable 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

Source
of
Funds OO
4 (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

Number of 7 Sole Voting
Power 0
Shares

Beneficially
Owned Voting
by 8 Power (see 36,156
Each Item 5
Reporting (row)
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

14 Person OO
(See
Instructions)

CUSIP No. 307068106

Names
of
Reporting
Persons.

I.R.S.

1 Identification Number
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

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

Number of
7 Sole Voting
Power 0
Shares

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

14 Person OO
(See
Instructions)

CUSIP No. 307068106

Names
of
Reporting
Persons.

I.R.S.

1 Identification of Reporting Person
Winford Spectrum
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

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 Delaware

6 Place
of

Organization

Number of Shares
Sole Voting
Power 0

Beneficially 1,505,567

Owned by Each Reporting Person
 Shared Voting Power (see Item 5 below)
 With

9 Sole Dispositive Power 0

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

14 OO (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
of Voting
Power

| | |
|----------------------------|----------------------|
| Shares | |
| Beneficially | |
| Owned | |
| by 8 | Power (see 1,616,933 |
| Each Item 5 | |
| Reporting | (below) |
| 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
of Sole Voting
Power

| | |
|--|-----------|
| Shares | |
| Beneficially | |
| Owned by | |
| Each Item 5 | |
| Reporting Person | |
| With Sole | |
| Dispositive Power | 0 |
| 10 Shared | 1,616,933 |
| Dispositive Power (see Item 5 below) | |
| Aggregate Amount Beneficially Owned by Each Reporting Person | |
| 11 *includes subscription rights exercisable to acquire 284,222 shares of common stock | 1,616,933 |
| 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 Person | |
| 14 (See Instructions) | |

CUSIP No. 307068106

Names
of
Reporting
Persons.
I.R.S.
Identification
1 Nos. Charles E.
Davidson
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
is
5 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 | (below) |
| 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

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 United States

6 Place
of

Organization

Number of
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