

BJs RESTAURANTS INC
Form 5
February 16, 2016

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
Luxor Capital Group, LP

(Last) (First) (Middle)

1114 AVENUE OF THE
AMERICAS, 29TH FLOOR

(Street)

2. Issuer Name and Ticker or Trading
Symbol
BJs RESTAURANTS INC [BJRI]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10036

____ Form Filed by One Reporting Person
____X____ 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) (A) or (D) Amount Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock (1) (2) | 07/01/2015 | Â | J4(3) | 18,618 D \$ (3) | 1,287,862 | I (4) | By Luxor Capital Partners, LP |
| Common Stock (1) (2) | 07/01/2015 | Â | J4(3) | 47,744 D \$ (3) | 963,099 | I (5) | By Luxor Capital Partners Offshore Master Fund, LP |

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| | | | | | | | | |
|---------------------------------------|------------|---|-------------------|--------|---|----------------------|--------------|---|
| Common Stock <u>(1)</u> <u>(2)</u> | 07/01/2015 | Â | J4 ⁽³⁾ | 66,362 | A | \$ <u>(3)</u> 46,983 | I <u>(6)</u> | By Thebes Offshore Master Fund, LP |
|---------------------------------------|------------|---|-------------------|--------|---|----------------------|--------------|---|

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 number.

SEC 2270
(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 Underlying Se (Instr. 3 and 4) |
|---|---|---|---|---|--|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title |
| Notional Principal Amount Derivative Agreement <u>(1)</u> <u>(2)</u> <u>(7)</u> <u>(8)</u> | Â | 07/01/2015 | Â | J4 <u>(3)</u> | Â 10,553 | Â <u>(7)(8)</u> 07/25/2017 | Common Stock |
| Notional Principal Amount Derivative Agreement <u>(1)</u> <u>(2)</u> <u>(7)</u> <u>(8)</u> | Â | 07/01/2015 | Â | J4 <u>(3)</u> | Â 33,842 | Â <u>(7)(8)</u> 07/25/2017 | Common Stock |
| Notional Principal Amount Derivative Agreement <u>(1)</u> <u>(2)</u> <u>(7)</u> <u>(8)</u> | Â | 07/01/2015 | Â | J4 <u>(3)</u> | 44,395 Â | Â <u>(7)(8)</u> 07/25/2017 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Luxor Capital Group, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR | Â | Â X | Â | Â |

NEW YORK, NY 10036

LCG HOLDINGS LLC

1114 AVENUE OF THE AMERICAS

29TH FLOOR

NEW YORK, NY 10036

Luxor Capital Partners, LP

1114 AVENUE OF THE AMERICAS

29TH FLOOR

NEW YORK, NY 10036

LUXOR CAPITAL PARTNERS OFFSHORE LTD

C/O M&C CORPORATE SVCS LTD

PO BOX 309 GT UGLAND HOUSE

GEORGE TOWN, E9 00000

Thebes Partners Offshore, Ltd.

C/O MAPLES CORPORATE SERVICES LIMITED

BOX 309, UGLAND HOUSE

GRAND CAYMAN, E9 KY1-1104

^ ^ X ^ ^

^ ^ X ^ ^

^ ^ X ^ ^

^ ^ X ^ ^

Signatures

Norris Nissim, as General Counsel of Luxor Management, LLC, General Partner of Luxor Capital Group, LP

02/16/2016

__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).

(1) This Form 5 is filed jointly by Luxor Capital Group, LP ("Luxor Capital Group"), Luxor Capital Partners, LP ("Onshore Fund"), Luxor Capital Partners Offshore, Ltd. ("Offshore Feeder Fund"), Thebes Partners Offshore, Ltd. ("Thebes Feeder Fund"), LCG Holdings, LLC ("LCG Holdings"), Luxor Management, LLC ("Luxor Management") and Christian Leone (collectively, the "Reporting Persons"). Transactions reported herein do not include or reflect securities beneficially owned and previously disclosed on Forms 4.

(2) Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(3) Reflects distributions in-kind and subsequent contributions of securities by limited partners of the Reporting Persons resulting in a change in form of beneficial ownership of securities previously reported.

(4) Securities owned directly by Onshore Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Onshore Fund, may be deemed to beneficially own the securities owned directly by Onshore Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Onshore Fund.

(5) Securities owned directly by Luxor Capital Partners Offshore Master Fund, LP ("Offshore Master Fund.") Offshore Feeder Fund, as the owner of a controlling interest in Offshore Master Fund, may be deemed to beneficially own the securities owned directly by Offshore Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Offshore Master Fund, may be deemed to beneficially own the securities owned directly by Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Offshore Master Fund.

(6) Securities owned directly by Thebes Offshore Master Fund, LP ("Thebes Master Fund"). Thebes Feeder Fund, the owner of a controlling interest in, and together with a minority investor, the owner of 100% of the interests in Thebes Master Fund, may be deemed to beneficially own the securities owned directly by Thebes Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Thebes Master Fund, may be deemed to beneficially own the securities owned directly by Thebes Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing

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member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Thebes Master Fund.

- (7) Notional principal amount derivative agreement (the "Derivative Agreement") in the form of cash settled swaps. The strike prices of the Derivative Agreements range in price from \$27.5377 to \$28.4859.

The Derivative Agreements provide the holders with economic results that are comparable to the economic results of ownership payable on each settlement date applicable to the expiration or earlier termination of such Derivative Agreement, but do not provide such holder

- (8) with the power to vote or direct the voting or dispose of or direct the disposition of the shares of Common Stock that are the subject of the Derivative Agreements (such shares, the "Subject Shares"). Each of the holders of the Derivative Agreements disclaims beneficial ownership in the Subject Shares. The counterparties to the Derivative Agreements are unaffiliated third party financial institutions.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.