

FAMOUS DAVES OF AMERICA INC
Form SC 13D/A
March 18, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

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

Common Stock
(Title of Class of Securities)

307068106
(CUSIP Number)

Pleasant Lake Partners LLC
110 Greene Street, Suite 604
New York, NY 10012
Tel. No.: 212-554-0680
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 16, 2016
(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-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 Rule 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 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).

CUSIP No. 307068106

1 Names of Reporting Persons.

Pleasant Lake Partners LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds (See Instructions):

AF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

☐

6 Citizenship or Place of Organization.

Delaware

Number	7	Sole Voting Power
of Shares	0	
Beneficially	8	Shared Voting Power
Owned by	548,555 shares	
Each	9	Sole Dispositive Power
Reporting	0	
Person With	10	Shared Dispositive Power
	548,555 shares	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

548,555 shares

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐

13 Percent of Class Represented by Amount in Row (11)

7.9%

14 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

1 Names of Reporting Persons.

PLP MM LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds (See Instructions):

AF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

☐

6 Citizenship or Place of Organization.

Delaware

Number	7	Sole Voting Power
of Shares	0	
Beneficially	8	Shared Voting Power
Owned by	548,555 shares	
Each	9	Sole Dispositive Power
Reporting	0	
Person With	10	Shared Dispositive Power
	548,555 shares	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

548,555 shares

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐

13 Percent of Class Represented by Amount in Row (11)

7.9%

14 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

1 Names of Reporting Persons.

Pleasant Lake Onshore GP LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds (See Instructions):

AF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

☐

6 Citizenship or Place of Organization.

Delaware

Number	7	Sole Voting Power
of Shares	0	
Beneficially	8	Shared Voting Power
Owned by	548,555 shares	
Each	9	Sole Dispositive Power
Reporting	0	
Person With	10	Shared Dispositive Power
	548,555 shares	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

548,555 shares

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐

13 Percent of Class Represented by Amount in Row (11)

7.9%

14 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

1 Names of Reporting Persons.

Pleasant Lake Offshore Master Fund L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds (See Instructions):

WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

☐

6 Citizenship or Place of Organization.

Cayman Islands

Number	7	Sole Voting Power
of Shares	0	
Beneficially	8	Shared Voting Power
Owned by	548,555 shares	
Each	9	Sole Dispositive Power
Reporting	0	
Person With	10	Shared Dispositive Power
	548,555 shares	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

548,555 shares

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐

13 Percent of Class Represented by Amount in Row (11)

7.9%

14 Type of Reporting Person (See Instructions)

PN (Limited Partnership)

1 Names of Reporting Persons.

Pleasant Lake Co-Invest I LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds (See Instructions):

WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

☐

6 Citizenship or Place of Organization.

Delaware

Number	7	Sole Voting Power
of Shares	0	
Beneficially	8	Shared Voting Power
Owned by	0 shares	
Each	9	Sole Dispositive Power
Reporting	0	
Person With	10	Shared Dispositive Power
	0 shares	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0 shares

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐

13 Percent of Class Represented by Amount in Row (11)

0.0%

14 Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

1 Names of Reporting Persons.

Jonathan Lennon

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds (See Instructions):

AF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

☐

6 Citizenship or Place of Organization.

United States

Number	7	Sole Voting Power
of Shares	0	
Beneficially	8	Shared Voting Power
Owned by	548,555 shares	
Each	9	Sole Dispositive Power
Reporting	0	
Person With	10	Shared Dispositive Power
	548,555 shares	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

548,555 shares

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐

13 Percent of Class Represented by Amount in Row (11)

7.9%

14 Type of Reporting Person (See Instructions)

IN

AMENDMENT NO. 1 TO SCHEDULE 13D

This Amendment No. 1 to Schedule 13D (this “Amendment”) relates to shares of Common Stock (the “Common Stock”) of Famous Dave’s of America, Inc., a Delaware corporation (the “Issuer”), the principal business address of which is 12701 Whitewater Drive, Suite 200, Minnetonka, Minnesota 55343. This Amendment is being filed by each of the Reporting Persons to amend the Schedule 13D (the “Schedule 13D”), which was originally filed on May 23, 2014. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

This Amendment is being filed to supplement Item 5.

Item 5. Interest in Securities of the Issuer

(a) and (b) See Items 7-11 of the cover pages and Item 2 of the Schedule 13D.

The percentage calculations herein are based upon the statement in the Issuer’s Quarterly Report on Form 10-Q for the fiscal year ended September 27, 2015, as filed with the Securities and Exchange Commission on November 6, 2016, that there were 6,957,628 outstanding shares of Common Stock of the Issuer as of such date.

(c) On March 16, 2016, Co-Invest I made a pro rata distribution of 374,806 shares of Common Stock to its investors. The Reporting Persons did not engage in any other transactions in the Common Stock during the sixty day period prior to the filing of this Amendment.

(d) Not applicable.

(e) Following the above-referenced distribution, Co-Invest I ceased to beneficially own any shares of the Issuer.

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 18, 2016

PLEASANT LAKE PARTNERS LLC

By: PLP MM LLC

its Managing Member

By: /s/ Jonathan Lennon

By: /s/ Jonathan Lennon

Jonathan Lennon, Manager

PLP MM LLC

By: /s/ Jonathan Lennon

Jonathan Lennon, Manager

PLEASANT LAKE ONSHORE GP LLC

By: /s/ Jonathan Lennon

Jonathan Lennon, Manager

PLEASANT LAKE OFFSHORE MASTER FUND L.P.

By: Pleasant Lake Onshore GP LLC

its General Partner

By: /s/ Jonathan Lennon

Jonathan Lennon, Manager

PLEASANT LAKE CO-INVEST I LLC

By: Pleasant Lake Onshore GP LLC

its General Partner

By: /s/ Jonathan Lennon

Jonathan Lennon, Manager

JONATHAN LENNON

By: /s/ Jonathan Lennon

Jonathan Lennon, Individually

