

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).

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CUSIP No. 307068106

Names  
of  
Reporting  
Persons.

I.R.S.

1 Identification of Disruptive Investors  
Nos. of LLC  
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

Number of 7 Sole Voting  
Power 0  
Shares

Beneficially Owned Voting  
 by 8 Power (see 36,156  
 Each Item 5  
 Reporting 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  
 Person  
 14 OO  
 (See  
 Instructions)

CUSIP No. 307068106

Names  
of  
Reporting  
Persons.

I.R.S.

1 Identification No. of Investors LLC  
1 Nos. of Investors LLC  
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 Delaware

6 Place  
of  
Organization

Number of 7 Power 0  
Sole Voting  
Shares

Beneficially Owned Voting  
 by 8 Power (see 75,210  
 Each Item 5  
 Reporting (row)  
 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  
 Person OO  
 14 (See  
 Instructions)

CUSIP No. 307068106

Names  
of  
Reporting  
Persons.  
I.R.S.

1 Identification Nos. of Investors  
above  
Persons  
(entities  
only)

Check the Appropriate Box if  
a Member of a Group

2 (See Instructions)  
(a)  
(b)

3 SEC Use Only

4 Source  
of  
Funds  
(See Instructions)

5 Check  
if  
Disclosure  
of  
Legal  
Proceedings  
is  
Required  
Pursuant  
to  
Items  
2(d) or  
2(e)

6 Citizenship  
or  
Place  
of  
Organization

7 Sole Voting  
Power  
Shares

Beneficially 1,505,567

Owned ~~Shared~~  
 by Voting  
 Each Power (see  
 Report ~~Item~~ 5  
 Person below)  
 With  
     Sole  
 9 Dispositive 0  
     Power

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 OO  
 14 (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 Voting  
of Power



Shares  
 Beneficially  
 Owned by  
 Each Reporting  
 Person  
 With Sole  
 Dispositive  
 Power

1,616,933

10 Shared  
 Dispositive  
 Power (see  
 Item 5  
 below)

1,616,933

Aggregate  
 Amount  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person

1,616,933

11 \*includes  
 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  
 by

21.07%

Type  
 of  
 Reporting  
 Person  
 (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 Voting  
of Power

Shares  
 Beneficially  
 Owned by  
 8 Power (see 1,616,933  
 Each Item 5  
 Reporting  
 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 OO  
 (See  
 Instructions)



CUSIP No. 307068106

Names  
of  
Reporting  
Persons.  
I.R.S.  
Identification  
1 Nos. Charles E.  
of Davidson  
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 United States  
of  
Organization  
7 Number of Voting  
of Power

Shares  
 Beneficially  
 Owned  
 by 8 Power (see 1,616,933  
 Each Item 5  
 Reporting  
 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  
7 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.

\* \* \* \* \*

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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