

FAMOUS DAVES OF AMERICA INC
Form SC 13D/A
April 17, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D A/2

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)

April 16, 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 Disruptive 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

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 37,695
 Each Item 5
 Reporting Person
 With Sole
 9 Dispositive 0
 Power

 10 Shared 37,695
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 11 Owned by Each 37,695
 Reporting
 Person

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

Percent of
 Class
 13 Represented 0.42%
 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 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

4 Source
of
Funds OO
(See
Instructions)

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

6 Citizenship
or
Place Delaware
of
Organization

Number of
7 Sole Voting
Power 0
Shares

Beneficially Owned Voting
 by 8 Power (see 78,403
 Each Item 5
 Reporting Person
 (see below)

With Sole
 9 Dispositive 0
 Power

10 Shared 78,403
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 11 Owned by Each 78,403
 Reporting
 Person

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

Percent of
 Class
 13 Represented 0.87%
 by Amount
 in Row (11)

Type of
 Reporting
 Person
 14 (See OO
 Instructions)

CUSIP No. 307068106

Names
of
Reporting
Persons.
I.R.S.
Identification
1 Nos. Wexford Spectrum
Investors 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
Number of Voting
of Power

Shares
 Beneficially
 Owned Voting
 by 8 Power (see 1,569,458
 Each Item 5
 Reporting
 Person
 With Sole
 9 Dispositive 0
 Power

10 Shared 1,569,458
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 11 Owned by 1,569,458
 Each
 Reporting
 Person

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

Percent of
 Class
 Represented
 13 by 17.34%
 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. 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 Voting
 by 8 Power (see 1,685,556
 Each Item 5
 Reporting
 Person
 With Sole
 9 Dispositive 0
 Power

10 Shared 1,685,556
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 11 Owned by 1,685,556
 Each
 Reporting
 Person

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

Percent of
 Class
 Represented
 13 by 18.62%
 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 Voting
of Power

Shares
 Beneficially
 Owned Voting
 by 8 Power (see 1,685,556
 Each Item 5
 Reporting
 Person
 With Sole
 9 Dispositive 0
 Power

10 Shared 1,685,556
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 11 Owned by 1,685,556
 Each
 Reporting
 Person

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

Percent of
 Class
 Represented
 13 by 18.62%
 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
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 United States
of
Organization
Number of Voting
of Power

Shares
 Beneficially
 Owned Voting
 by 8 Power (see 1,685,556
 Each Item 5
 Reporting
 Person
 With Sole
 9 Dispositive 0
 Power

10 Shared 1,685,556
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 11 Owned by 1,685,556
 Each
 Reporting
 Person

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

Percent of
 Class
 Represented
 13 by 18.62%
 Amount in
 Row (11)

Type
 of
 Reporting
 14 Person IN
 (See
 Instructions)

CUSIP No. 307068106

Names
of
Reporting
Persons.
I.R.S.
Identification

1 Nos. Joseph M. Jacobs
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

6 or United States
Place

of
Organization

7 Number of Voting
of Power

Shares
 Beneficially
 Owned Voting
 by 8 Power (see 1,685,556
 Each Item 5
 Reporting
 Person
 With Sole
 9 Dispositive 0
 Power

10 Shared 1,685,556
 Dispositive
 Power (see
 Item 5
 below)

Aggregate
 Amount
 Beneficially
 11 Owned by 1,685,556
 Each
 Reporting
 Person

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

Percent of
 Class
 Represented
 13 by 18.62%
 Amount in
 Row (11)

Type
 of
 Reporting
 14 Person IN
 (See
 Instructions)

SCHEDULE 13D

This Amendment No. 2 to Schedule 13D (the "Amendment No. 2") modifies and supplements the Schedule 13D initially filed on June 22, 2015 (the "Original Statement"), as amended by Amendment No. 1 filed on March 19, 2018 (the Original Statement, as amended, 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. 2, 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 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby supplemented by adding the following:

The Purchasing Entities acquired an aggregate of 352,845 shares of Common Stock at a cost of \$1,234,957.50 in the Company's rights offering 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 9,052,392 shares of Common Stock issued and outstanding following the rights offering, as reported to us directly by the Issuer)) are as follows:

Debello Investors LLC

a) Amount beneficially owned: 37,695	Percentage: 0.42%
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:	37,695
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	37,695

Wexford Focused Investors LLC

a) Amount beneficially owned: 78,403	Percentage: 0.87%
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:	78,403
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	78,403

Wexford Spectrum Investors LLC

a) Amount beneficially owned: 1,569,458	Percentage: 17.34%
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:	1,569,458
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	1,569,458

Wexford Capital LP

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a) Amount beneficially owned: 1,685,556	Percentage: 18.62%
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:	1,685,556
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	1,685,556

Wexford GP LLC

a) Amount beneficially owned: 1,685,556	Percentage: 18.62%
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:	1,685,556
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	1,685,556

Charles E. Davidson

a) Amount beneficially owned: 1,685,556	Percentage: 18.62%
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:	1,685,556
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	1,685,556

Joseph M. Jacobs

a) Amount beneficially owned: 1,685,556	Percentage: 18.62%
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:	1,685,556
iii. Sole power to dispose or to direct the disposition of:	0
iv. Shared power to dispose or to direct the disposition of:	1,685,556

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. 2.

* * * * *

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: April 17, 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