

BJs RESTAURANTS INC
Form SC 13D/A
February 17, 2015

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

**(Amendment No. 5 for James A. Dal Pozzo and
Amendment No. 8 for The Jacmar Companies)***

BJ s Restaurants, Inc.

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

09180C 10 6

(CUSIP Number)

James A. Dal Pozzo

The Jacmar Companies

2200 W. Valley Blvd.

Alhambra, California 91803

(626) 576-0737

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 17, 2015

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(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), 13d-1(f) or 13d-1(g), check the following box:

* 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).

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CUSIP No. 09180C 10 6

1	Name of Reporting Persons The Jacmar Companies	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3	SEC Use Only	
4	Source of Funds (See Instructions) WC	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
6	Citizenship or Place of Organization California	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 1,678,519
	8	Shared Voting Power None
	9	Sole Dispositive Power 1,678,519
	10	Shared Dispositive Power None
11	Aggregate Amount Beneficially Owned by Each Reporting Person 1,678,519 shares	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
13	Percent of Class Represented by Amount in Row (11) 6.44%(1)	
14	Type of Reporting Person (See Instructions) CO	

(1) Based on 26,082,941 shares of BJ's Restaurants, Inc. Common Stock outstanding as of October 31, 2014, as reported in BJ's Restaurants Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014.

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1	Name of Reporting Persons William Tilley Marital Trust	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3	SEC Use Only	
4	Source of Funds (See Instructions) PF and WC	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
6	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 1,115,982
	8	Shared Voting Power 1,678,519 (1)
	9	Sole Dispositive Power 1,115,982
	10	Shared Dispositive Power 1,678,519 (1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,797,141 shares	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
13	Percent of Class Represented by Amount in Row (11) 10.72%(2)	
14	Type of Reporting Person (See Instructions) OO	

(1) The reporting person expressly disclaims beneficial ownership with respect to all shares held by The Jacmar Companies except to the extent of the reporting person's pecuniary interest therein.

(2) Based on 26,082,941 shares of BJs Restaurants, Inc. Common Stock outstanding as of October 31, 2014, as reported in BJs Restaurants Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014.

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1	Name of Reporting Persons James A. Dal Pozzo	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> x (b) <input type="checkbox"/> o	
3	SEC Use Only	
4	Source of Funds (See Instructions) PF	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/> o	
6	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 60,445
	8	Shared Voting Power 3,087,680 (1)
	9	Sole Dispositive Power 60,445
	10	Shared Dispositive Power 3,087,680 (1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 3,148,125 shares	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> o	
13	Percent of Class Represented by Amount in Row (11) 12.07% (2)	
14	Type of Reporting Person (See Instructions) IN	

(1) The reporting person expressly disclaims beneficial ownership with respect to all shares held by The Jacmar Companies except to the extent of the reporting person's pecuniary interest therein and expressly disclaims beneficial ownership with respect to all shares held by the William Tilley Marital Trust, the 1992 John Tilley Trust, the 1992 Nicole Tilley Trust, the 2012 John Tilley Trust, the 2012 Nicole Tilley Trust and the William Tilley Family Foundation.

(2) Based on 26,082,941 shares of BJs Restaurants, Inc. Common Stock outstanding as of October 31, 2014, as reported in BJs Restaurants Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014.

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This statement relating to BJ's Restaurants, Inc., a California corporation (BJ's Restaurants), is being filed as (1) Amendment No. 5 to Schedule 13D to amend the Schedule 13D filed by James A. Dal Pozzo with the Securities and Exchange Commission on February 22, 2002, as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on January 10, 2003, Amendment No. 2 thereto filed with the Securities and Exchange Commission on January 22, 2004, Amendment No. 3 thereto filed with the Securities and Exchange Commission on May 10, 2005 and Amendment No. 4 thereto filed with the Securities and Exchange Commission on June 16, 2009 and (2) Amendment No. 8 to Schedule 13D to amend the Schedule 13D filed by The Jacmar Companies with the Securities and Exchange Commission on December 21, 2000, as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on January 29, 2001; Amendment No. 2 thereto filed with the Securities and Exchange Commission on May 14, 2001, Amendment No. 3 thereto filed with the Securities and Exchange Commission on February 22, 2002, Amendment No. 4 thereto filed with the Securities and Exchange Commission on January 10, 2003, Amendment No. 5 thereto filed with the Securities and Exchange Commission on January 22, 2004, Amendment No. 6 thereto filed with the Securities and Exchange Commission on May 10, 2005, and Amendment No. 7 thereto filed with the Securities and Exchange Commission on June 16, 2009. The Schedule 13D filed by The Jacmar Companies with the Securities and Exchange Commission on December 21, 2000 was filed to amend the Schedule 13G filed by The Jacmar Companies with the Securities and Exchange Commission on August 10, 2000, as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on August 30, 2000 and Amendment No. 2 thereto filed with the Securities and Exchange Commission on December 5, 2000. This statement is the initial filing by the William Tilley Marital Trust with respect to BJ's Restaurants.

Except as specifically provided herein, this statement does not modify any of the information previously reported in the foregoing Amendments to Schedule 13D.

Item 1. Security and Issuer.

This statement relates to shares of BJ's Restaurant common stock, no par value per share (BJ's Restaurants Common Stock). The principal executive offices of BJ's Restaurants are located at 7755 Center Avenue, Suite 300, Huntington Beach, CA 92647.

Item 2. Identity and Background.

(a)-(c), (f) The Jacmar Companies is a California corporation. The Jacmar Companies' address is 2200 W. Valley Blvd., Alhambra, California 91803. The principal business of The Jacmar Companies is operating a specialty wholesale foodservice distributor serving Central and Southern California, operating various restaurants, performing property management services and making investments.

The William Tilley Marital Trust beneficially owns 67.6% of The Jacmar Companies' outstanding stock. James A. Dal Pozzo and Gregory D. Snyder are co-trustees of the William Tilley Marital Trust. Its business address is 2200 W. Valley Blvd., Alhambra, California 91803.

Mr. Dal Pozzo is a director of BJ's Restaurants and is the Chairman and CEO of The Jacmar Companies. Mr. Dal Pozzo also beneficially owns 9.3% of The Jacmar Companies' outstanding stock. His business address is 2200 W. Valley Blvd., Alhambra, California 91803.

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The Jacmar Companies, the William Tilley Marital Trust and Mr. Dal Pozzo are referred to herein collectively as the Filing Parties. The Filing Parties may be deemed to constitute a group for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and have entered into a Joint Filing Agreement, a copy of which is attached hereto as Exhibit 1, to file this statement jointly in accordance with the provisions of Rule 13d-1(k) (1) of the Exchange Act.

Set forth below is a list of the directors and executive officers of The Jacmar Companies, each of whom is a citizen of the United States. Unless otherwise listed, each person's present principal occupation or employment is as an officer or director of The Jacmar Companies, and unless otherwise noted, the principal business address of each officer and director is that of The Jacmar Companies.

Executive Officers and Directors of The Jacmar Companies:

James A. Dal Pozzo, Chairman and CEO

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Robert R. Hill, Director

Individual Investor

Tom Simms, Director

Individual Investor

James P. Birdwell, Director

Principal and Executive V.P. of Reed, Conner & Birdwell, LLC

11111 Santa Monica Blvd.

Los Angeles, California 90025

Donald P. Newell, Director

Individual Investor

(d)-(e) During the last five years, none of the persons named in this Item 2 has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of the proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The information set forth in Item 5 is incorporated herein by reference.

Item 4. Purpose of Transaction.

Each of the persons named in Item 2 acquired its shares of BJs Restaurants Common Stock for investment purposes. Mr. Dal Pozzo was initially elected to the BJs Restaurants board of directors on January 18, 2001 in connection with the purchase of 2,206,500 shares of BJs Restaurants Common Stock by BJ Chicago, LLC, an affiliate of The Jacmar Companies, which subsequently distributed its BJs Restaurants Common Stock

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to its members and was dissolved. Mr. Dal Pozzo has been re-elected to the BJs Restaurants board each year since his initial appointment, but there is no arrangement or understanding between BJs Restaurants and any stockholder requiring the BJs Restaurants board to nominate Mr. Dal Pozzo for re-election.

Each of the persons named in Item 2 intends to monitor and evaluate its direct and indirect investments in BJs Restaurants on a continuing basis. Based upon their evaluations from time to time, they may acquire additional shares of BJs Restaurants Common Stock, dispose of shares of BJs Restaurants Common Stock they beneficially own, submit one or more proposals for the consideration of management of BJs Restaurants, and/or communicate with other shareholders of BJs Restaurants.

Except as set forth above, none of the persons named in Item 2 has any plans or proposals that relate to or would result in any of the matters referred to in paragraphs (a) through (j), inclusive, of Item 4 of Schedule 13D. The persons named in Item 2, however, may at any time and from time to time, review or reconsider their positions with respect to any of such matters.

Item 5. Interest in Securities of the Issuer.

(a)-(b) The Jacmar Companies beneficially owns 1,681,159 shares of BJs Restaurants Common Stock. The shares of BJs Restaurants Common Stock beneficially owned by The Jacmar Companies represent approximately 6.44% of the issued and outstanding shares of BJs Restaurants Common Stock, based on 26,082,941 shares of BJs Restaurants Common Stock outstanding as of October 31, 2014, as reported in BJs Restaurants Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014. The shares are held directly by The Jacmar Companies, and The Jacmar Companies has sole voting and dispositive power over such shares.

The William Tilley Marital Trust beneficially owns 1,115,982 shares of BJs Restaurants Common Stock. The shares of BJs Restaurants Common Stock beneficially owned by the William Tilley Marital Trust represent approximately 10.72% of the issued and outstanding shares of BJs Restaurants Common Stock, based on 26,082,941 shares of BJs Restaurants Common Stock outstanding as of October 31, 2014, as reported in BJs Restaurants Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014. The shares are beneficially owned as follows: (1) 1,115,982 shares are held directly by

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the William Tilley Marital Trust, and the William Tilley Marital Trust has sole voting and dispositive power over such shares, and (2) 1,681,159 shares are held by The Jacmar Companies, and the William Tilley Marital Trust has shared voting and dispositive power over such shares. The William Tilley Marital Trust disclaims, beneficial ownership with respect to the 1,681,159 shares of BJs Restaurants Common Stock held by The Jacmar Companies except to the extent of its pecuniary interest therein.

Mr. Dal Pozzo beneficially owns 3,148,124 shares of BJs Restaurants Common Stock. The shares of BJs Restaurants Common Stock beneficially owned by Mr. Dal Pozzo represent approximately 12.07% of the issued and outstanding shares of BJs Restaurants Common Stock, based on 26,082,941 shares of BJs Restaurants Common Stock outstanding as of October 31, 2014, as reported in BJs Restaurants Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014. The shares are beneficially owned by Mr. Dal Pozzo as follows, and unless otherwise indicated, Mr. Dal Pozzo has sole voting and dispositive power over such shares:

- (1) 25,454 shares are held directly by Mr. Dal Pozzo, including 2,132 shares subject to unvested restricted stock units;
- (2) 1,681,159 shares are held by The Jacmar Companies, of which Mr. Dal Pozzo is Chairman and Chief Executive Officer. Mr. Dal Pozzo also beneficially owns 9.3% of The Jacmar Companies' outstanding stock. Mr. Dal Pozzo has shared voting and dispositive power over such shares;
- (3) 25,400 shares are held by the William Tilley Family Foundation, of which Mr. Dal Pozzo is Secretary and a director. Mr. Dal Pozzo may be deemed to share voting and dispositive power over such shares;
- (4) 1,115,982 shares held by the William Tilley Marital Trust, of which Mr. Dal Pozzo is a co-trustee. Mr. Dal Pozzo has shared voting and dispositive power over such shares;
- (5) 120,000 shares held by the 2012 John Tilley Trust, of which Mr. Dal Pozzo is a co-trustee. Mr. Dal Pozzo has shared voting and dispositive power over such shares;
- (6) 120,000 shares held by the 2012 Nicole Tilley Trust, of which Mr. Dal Pozzo is a co-trustee. Mr. Dal Pozzo has shared voting and dispositive power over such shares;
- (7) 13,000 shares are held by the John Tilley 1992 Trust, of which Mr. Dal Pozzo is co-trustee. Mr. Dal Pozzo has shared voting and dispositive power over such shares;

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(8) 4,800 shares are held by the Nicole Tilley 1992 Trust, of which Mr. Dal Pozzo is co-trustee. Mr. Dal Pozzo has shared voting and dispositive power over such shares;

(9) 7,339 shares held by the William Tilley Descendants Trust, of which Mr. Dal Pozzo is a co-trustee; and

(10) 34,991 shares are subject to options that are held by Mr. Dal Pozzo directly and are currently exercisable or will become exercisable within 60 days.

Mr. Dal Pozzo disclaims beneficial ownership with respect to the 1,681,159 shares of BJs Restaurants Common Stock held by The Jacmar Companies except to the extent of his pecuniary interest therein. Mr. Dal Pozzo disclaims beneficial ownership with respect to the 1,115,982 shares held by the William Tilley Marital Trust, the 120,000 shares held by the John Tilley 2012 Trust, the 120,000 shares held by the Nicole Tilley 2012 Trust, the 13,000 shares held by the John Tilley 1992 Trust, the 4,800 shares held by the Nicole Tilley 1992 Trust, and the 24,500 shares held by the William Tilley Family Foundation.

The officers and directors of the William Tilley Family Foundation, a non-profit charitable foundation formed under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, are as follows:

Name	Position
Nadine B. Tilley	President and Director
James A. Dal Pozzo	Treasurer and Director
Joanne Lee	Secretary
Gregory D. Snyder	Director
John J. Tilley	Director
Nicole R. Tilley	Director

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John Tilley is an independent real estate investor, and his address is 2200 W. Valley Blvd., Alhambra, California 91803. Nadine B. Tilley and Nicole Tilley are independent investors, and their business address is 2200 W. Valley Blvd., Alhambra, California 91803.

Robert R. Hill beneficially owns 2,146 shares of BJs Restaurants Common Stock. The shares of BJs Restaurants Common Stock beneficially owned by Mr. R. Hill represent less than 0.1% of the issued and outstanding shares of BJs Restaurants Common Stock, based on 26,082,941 shares of BJs Restaurants Common Stock outstanding as of October 31, 2014, as reported in BJs Restaurants Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014. Of the shares beneficially owned by Mr. R. Hill, 2,000 shares are held by Mr. R. Hill directly, over which Mr. R. Hill has sole voting and dispositive power, and 146 shares are held by Timothy Hill, Mr. R. Hill's son. Mr. R. Hill may be deemed to share voting and dispositive power over, and disclaims beneficial ownership with respect to, the shares of BJs Restaurants Common Stock held by Mr. T. Hill. Mr. T. Hill is an employee of a restaurant owned by The Jacmar Companies, and his address is 346 Salta Verde Point, Long Beach, California 90803.

Tom Simms beneficially owns 20,000 shares of BJs Restaurants Common Stock. The shares of BJs Restaurants Common Stock beneficially owned by Mr. Simms represent approximately 0.1% of the issued and outstanding shares of BJs Restaurants Common Stock, based on 26,082,941 shares of BJs Restaurants Common Stock outstanding as of October 31, 2014, as reported in BJs Restaurants Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014. The shares are beneficially owned by Mr. Simms through a trust of which he is sole trustee, and Mr. Simms has sole voting and dispositive power over such shares.

James P. Birdwell beneficially owns 12,000 shares of BJs Restaurants Common Stock. The shares of BJs Restaurants Common Stock beneficially owned by Mr. Birdwell represent approximately 0.1% of the issued and outstanding shares of BJs Restaurants Common Stock, based on 26,082,941 shares of BJs Restaurants Common Stock outstanding as of October 31, 2014, as reported in BJs Restaurants Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014. The shares are beneficially owned by Mr. Birdwell directly, and Mr. Birdwell has sole voting and dispositive power over such shares.

Mr. Snyder is a senior partner in the accounting firm of Rose, Snyder & Jacobs and his business address is 15821 Ventura Blvd., Suite 490, Encino, California 91436.

To the knowledge of the Filing Parties, during the last five years, none of Robert R. Hill, Nadine Tilley, John Tilley, Nicole Tilley, Gregory D. Snyder or Joanne Lee has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of the proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

On June 25, 2009, the William Tilley Marital Trust transferred 750 shares of BJs Restaurants Common Stock as a gift to Susan Loranger.

On September 24, 2009, the William Tilley Marital Trust transferred 1,563 shares of BJs Restaurants Common Stock as a gift to Kendra Brassfield.

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On November 13, 2009, the William Tilley Marital Trust donated 50,000 shares to the William Tilley Family Foundation.

On March 15, 2010, the William Tilley Marital Trust transferred 1,030 shares of BJs Restaurants Common Stock as a gift to Kendra Brassfield and donated 50,000 shares to the USC Ronald Tutor Campus Center.

On July 1, 2010, the William Tilley Marital Trust transferred 100 shares of BJs Restaurants Common Stock as a gift to Jazmine Michele Kwong.

On October 26, 2011, the William Tilley Marital Trust donated 10,000 shares to the USC Ronald Tutor Campus Center.

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On December 9, 2011, the William Tilley Marital Trust transferred 600 shares of BJs Restaurants Common Stock as a gift to the 1992 Nicole Tilley Trust and 600 shares of BJs Restaurants Common Stock as a gift to the 1992 John Tilley Trust.

On March 28, 2012, the William Tilley Marital Trust donated 10,000 shares to the USC Ronald Tutor Campus Center & McKay Center.

On November 13, 2012, the William Tilley Marital Trust transferred 120,000 shares of BJs Restaurants Common Stock as a gift to the 2012 Nicole Tilley Trust and 120,000 shares of BJs Restaurants Common Stock as a gift to the 2012 John Tilley Trust.

On December 9, 2014, the William Tilley Marital Trust transferred 7,339 shares of BJs Restaurants Common Stock to the William Tilley Descendants Trust.

(d)-(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except for the Joint Filing Agreement attached hereto as Exhibit 1, to the knowledge of the Filing Parties, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among any of the persons named in Item 2 or between any of the persons named in Item 2 and any other person with respect to any securities of BJs Restaurants, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

(1) Joint Filing Agreement.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2015

THE JACMAR COMPANIES

By: /s/ JAMES A. DAL POZZO
Name: James A. Dal Pozzo
Its: President

WILLIAM TILLEY MARITAL TRUST

By: /s/ JAMES A. DAL POZZO
Name: James A. Dal Pozzo

JAMES A. DAL POZZO

By: /s/ JAMES A DAL POZZO
Name: James A. Dal Pozzo