

Gramm Jefferson
Form 4
April 25, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bandera Partners LLC

2. Issuer Name and Ticker or Trading Symbol
FAMOUS DAVES OF AMERICA INC [DAVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
50 BROAD STREET, SUITE 1820,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2018

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

NEW YORK, NY 10004

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ 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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|-----------------------------|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock ⁽¹⁾ | 04/10/2018 | | X | | 243,573 ⁽³⁾ | A | \$ 3.5 | 1,385,677 | I | See footnote ⁽²⁾ |
| Common Stock ⁽¹⁾ | 04/18/2018 | | X | | 58,802 ⁽⁴⁾ | A | \$ 3.5 | 1,444,479 | I | See footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Subscription Rights (right to buy) | \$ 3.5 | 04/10/2018 | | X | 243,573 (5) | 03/12/2018 04/10/2018 | Common Stock 243,573 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bandera Partners LLC 50 BROAD STREET, SUITE 1820 NEW YORK, NY 10004 | | X | | |
| Gramm Jefferson C/O BANDERA PARTNERS LLC 50 BROAD STREET, SUITE 1820 NEW YORK, NY 10004 | | X | | |
| Bylinsky Gregory C/O BANDERA PARTNERS LLC 50 BROAD STREET, SUITE 1820 NEW YORK, NY 10004 | | X | | |

Signatures

| | |
|--|------------|
| Bandera Partners LLC; By: /s/ Jefferson Gramm, Managing Director | 04/25/2018 |
| _____ **Signature of Reporting Person | Date |
| /s/ Jefferson Gramm | 04/25/2018 |
| _____ **Signature of Reporting Person | Date |
| /s/ Gregory Bylinsky | 04/25/2018 |
| _____ **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 4 is filed jointly by Bandera Partners LLC ("Bandera Partners"), Gregory Bylinsky and Jefferson Gramm (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively

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beneficially owns 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.

Bandera Partners is the investment manager of Bandera Master Fund L.P. ("Bandera Master Fund"), in whose name the shares are held.

Messrs. Bylinsky and Gramm are the Managing Partners, Managing Directors and Portfolio Managers of Bandera Partners. Bandera

- (2) Master Fund has delegated to Bandera Partners the sole and exclusive authority to vote and dispose of the securities held by Bandera Master Fund. As a result, each of Bandera Partners and Messrs. Bylinsky and Gramm may be deemed to beneficially own the shares held by Bandera Master Fund.

Shares acquired by Bandera Master Fund following the exercise of its basic subscription privilege in connection with the Issuer's

- (3) subscription rights offering (the "Offering"). Bandera Master Fund also exercised its over-subscription privilege in connection with the Offering.

- (4) Shares acquired by Bandera Master Fund following the exercise of its over-subscription privilege in connection with the Offering.

Subscription rights acquired by Bandera Master Fund in connection with the Offering. For each share of Common Stock held by a

- (5) shareholder of the Issuer, such shareholder received 0.2132674 subscription rights in connection with the Offering. Each whole subscription right allowed the holder thereof to subscribe to purchase one share of Common Stock and to purchase additional shares pursuant to an over-subscription privilege.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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