

FAMOUS DAVES OF AMERICA INC  
Form SC 13G/A  
January 16, 2015

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

SCHEDULE 13G A/1

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO.1)

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

Common Shares

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(Title of Class of Securities)

307068106

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(CUSIP Number)

December 31, 2014  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

|                          |               |
|--------------------------|---------------|
| <input type="checkbox"/> | Rule 13d-1(b) |
| <input type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/> | Rule 13d-1(d) |

\*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 the disclosures provided in a prior cover page.

The information required in 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 13G A/1  
 NO. 307068106

1 NAME OF REPORTING PERSON Debello Investors LLC  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

|   |                          |        |
|---|--------------------------|--------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER        | 0      |
| 6   | SHARED VOTING POWER      | 17,193 |
| 7   | SOLE DISPOSITIVE POWER   | 0      |
| 8   | SHARED DISPOSITIVE POWER | 17,193 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,193

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 0.24%

12 TYPE OF REPORTING PERSON OO

CUSIP 13G A/1  
 NO. 307068106

1 NAME OF REPORTING PERSON Wexford Select Equities LLC  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES6 OWNED BY EACH REPORTING PERSON WITH

|                                  |   |
|----------------------------------|---|
| SOLE VOTING POWER                | 0 |
| SHARED VOTING POWER BENEFICIALLY | 0 |
| SOLE DISPOSITIVE POWER           | 0 |
| SHARED DISPOSITIVE POWER         | 0 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 0.00%

12 TYPE OF REPORTING PERSON OO

CUSIP 13G A/1  
 NO. 307068106

1 NAME OF REPORTING PERSON Wexford Focused Investors LLC  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES6 OWNED BY EACH REPORTING PERSON WITH

|                                  |        |
|----------------------------------|--------|
| SOLE VOTING POWER                | 26,522 |
| SHARED VOTING POWER BENEFICIALLY |        |
| SOLE DISPOSITIVE POWER           | 26,522 |
| SHARED DISPOSITIVE POWER         |        |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 26,522

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 0.37%

12 TYPE OF REPORTING PERSON OO

CUSIP NO. 13G A/1  
307068106

1 NAME OF REPORTING PERSON Wexford Spectrum Investors LLC  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

|  |                                  |         |
|--|----------------------------------|---------|
| NUMBER OF SHARES OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER                | 667,010 |
| 6  | SHARED VOTING POWER BENEFICIALLY |         |
| 7  | SOLE DISPOSITIVE POWER           | 667,010 |
| 8  | SHARED DISPOSITIVE POWER         |         |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 667,010

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9.34%

12 TYPE OF REPORTING PERSON OO

CUSIP NO. 13G A/1  
 307068106

1 NAME OF REPORTING PERSON Wexford Capital LP  
 S.S. or I.R.S.  
 IDENTIFICATION NO.  
 OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

|   |                          |         |
|---|--------------------------|---------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER        | 0       |
|   | SHARED VOTING POWER      | 710,725 |
|   | SOLE DISPOSITIVE POWER   | 0       |
|   | SHARED DISPOSITIVE POWER | 710,725 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 710,725

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9.95%

12 TYPE OF REPORTING PERSON PN



CUSIP NO. 13G A/1  
307068106

1 NAME OF REPORTING PERSON  
Wexford GP LLC  
S.S. or I.R.S.  
IDENTIFICATION NO.  
OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

|   |                          |         |
|---|--------------------------|---------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER        | 0       |
| 6   | SHARED VOTING POWER      | 710,725 |
| 7   | SOLE DISPOSITIVE POWER   | 0       |
| 8   | SHARED DISPOSITIVE POWER | 710,725 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 710,725

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9.95%

12 TYPE OF REPORTING PERSON OO

CUSIP NO. 13G A/1  
307068106

1 NAME OF REPORTING PERSON Charles E. Davidson  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

|   |                          |         |
|---|--------------------------|---------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER        | 0       |
| 6   | SHARED VOTING POWER      | 710,725 |
| 7   | SOLE DISPOSITIVE POWER   | 0       |
| 8   | SHARED DISPOSITIVE POWER | 710,725 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 710,725

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9.95%

12 TYPE OF REPORTING PERSON IN

CUSIP 13G A/1  
 NO. 307068106

1 NAME OF REPORTING PERSON Joseph M. Jacobs  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)   
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

|   |                          |         |
|---|--------------------------|---------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SOLE VOTING POWER        | 0       |
| 6   | SHARED VOTING POWER      | 710,725 |
| 7   | SOLE DISPOSITIVE POWER   | 0       |
| 8   | SHARED DISPOSITIVE POWER | 710,725 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 710,725

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9.95%

12 TYPE OF REPORTING PERSON IN

This Amendment No. 1 (this “Amendment”) modifies and supplements the 13G initially filed on March 28, 2014 (the “Statement”), with respect to the common stock, \$0.01 par value per share (the “Common Stock”), of Famous Dave’s of America, Inc., a Minnesota corporation (the “Company”). Except to the extent supplemented by the information contained in this Amendment, the Statement, as amended as provided herein, remains in full force and effect. Capitalized terms used herein without definition have the respective meanings ascribed to them in the Statement.

Item 4 should be deleted in its entirety and replaced with the following:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. [Information set forth below is on the basis of 7,143,552 shares of common stock issued and outstanding as of October 31, 2014, as reported by the Issuer in the Form 10-Q filed by the Issuer on filed November 7, 2014.]

(i) Debello Investors LLC.

- (a) Amount beneficially owned: 17,193
- (b) Percent of class: 0.24%
- (c) Number of shares to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 17,193
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 17,193

(ii) Wexford Select Equities LLC

- (a) Amount beneficially owned: 0.00
- (b) Percent of class: 0.00 %
- (c) Number of shares to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 0.00
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 0.00

(iii) Wexford Focused Investors LLC

- (a) Amount beneficially owned: 26,522
- (b) Percent of class: 0.37 %
- (c) Number of shares to which the person has: 26,522
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 26,522
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 26,522

(iv) Wexford Spectrum Investors LLC

- (a) Amount beneficially owned: 667,010
- (b) Percent of class: 9.34%
- (c) Number of shares to which the person has: 667,010
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 667,010

- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 667,010
- (v) Wexford Capital LP
  - (a) Amount beneficially owned: 710,725
  - (b) Percent of class: 9.95%
  - (c) Number of shares to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 710,725
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 710,725
- (vi) Wexford GP LLC
  - (a) Amount beneficially owned: 710,725
  - (b) Percent of class: 9.95%
  - (c) Number of shares to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 710,725
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 710,725
- (vii) Charles E. Davidson
  - (a) Amount beneficially owned: 710,725
  - (b) Percent of class: 9.95%
  - (c) Number of shares to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 710,725
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 710,725
- (viii) Joseph M. Jacobs
  - (a) Amount beneficially owned: 710,725
  - (b) Percent of class: 9.95%
  - (c) Number of shares to which the person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 710,725
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 710,725

Wexford Capital LP (“Wexford Capital”) may, by reason of its status as manager of Debello Investors LLC (“DILL”), Wexford Select Equities LLC (“WSE”), Wexford Focused Investors LLC (“WFI”) and Wexford Spectrum Investors LLC (“WSI”, and together DILL, WSE and WFI, the “Funds”), be deemed to own beneficially the securities of which the Funds possess beneficial ownership. Wexford GP LLC (“Wexford GP”) may, as the General Partner of Wexford Capital, be deemed to own beneficially the securities of which the Funds possess beneficial ownership. Each of Charles E. Davidson (“Davidson”) and Joseph M. Jacobs (“Jacobs”) may, by reason of his status as a controlling person of Wexford GP, be deemed to own beneficially the securities of which the Funds possess beneficial ownership. Each of Wexford Capital, Wexford GP, Davidson and Jacobs share the power to vote and to dispose of the securities beneficially owned by the Funds. Each of Wexford Capital, Wexford GP, Davidson and Jacobs disclaim beneficial ownership of the securities owned by the Funds and this report shall not be deemed as an admission that they are the beneficial owners of such securities except, in the case of Davidson and Jacobs, to the extent of their respective interests in the members of the Funds.

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: January 16, 2015      Company Name

DEBELLO INVESTORS LLC

By:      /s/ Arthur Amron  
Name:    Arthur Amron  
Title:    Vice President and  
Assistant Secretary

WEXFORD SELECT EQUITIES  
LLC

By:      /s/ Arthur Amron  
Name:    Arthur Amron  
Title:    Vice President and  
Assistant Secretary

WEXFORD FOCUSED  
INVESTORS LLC

By:                /s/ Arthur Amron  
Name:             Arthur Amron  
Title:             Vice President and  
Assistant Secretary

WEXFORD SPECTRUM  
INVESTORS LLC

By:                /s/ Arthur Amron  
Name:             Arthur Amron  
Title:             Vice President and  
Assistant Secretary

WEXFORD CAPITAL LP

By:                Wexford GP LLC, its  
General Partner

By:                /s/ Arthur Amron  
Name:             Arthur Amron  
Title:

Vice President and  
Assistant Secretary

WEXFORD GP LLC

By: /s/ Arthur Amron  
Name: Arthur Amron  
Title: Vice President and  
Assistant Secretary

/s/ Joseph M. Jacobs  
JOSEPH M. JACOBS

/s/ Charles E. Davidson  
CHARLES E. DAVIDSON