

BJs RESTAURANTS INC
Form 4/A
February 29, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Walsh Patrick

(Last) (First) (Middle)

141 W. JACKSON BLVD., STE. 1702

(Street)

CHICAGO, IL 60604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BJs RESTAURANTS INC [BJRI]

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

02/24/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
02/26/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, no par value <u>(6)</u> | 02/24/2016 | | S | | 240,539 | D | \$ 43.36 | 990,170 | I | By PW Partners Atlas Fund II LP <u>(5)</u> |
| Common Stock, no par value <u>(6)</u> | 02/25/2016 | | S | | 10,000 | D | \$ 43.41 | 980,170 | I | By PW Partners Atlas Fund II LP <u>(5)</u> |
| Common Stock, no par value <u>(6)</u> | 02/25/2016 | | S | | 255,764 | D | \$ 43.49 | 724,406 | I | By PW Partners Atlas Fund II LP <u>(5)</u> |

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| | | | | | | | | |
|---------------------------------------|------------|---|--------|---|------------|---------|---|---|
| Common Stock, no par value <u>(6)</u> | 02/25/2016 | S | 5,000 | D | \$ 43.55 | 46,635 | I | By PW Partners Atlas Fund III LP <u>(4)</u> |
| Common Stock, no par value <u>(6)</u> | 02/25/2016 | S | 10,000 | D | \$ 43.56 | 19,950 | I | By PW Partners Atlas Fund LP <u>(3)</u> |
| Common Stock, no par value <u>(6)</u> | 02/25/2016 | S | 1,980 | D | \$ 43.59 | 17,970 | I | By PW Partners Atlas Fund LP <u>(3)</u> |
| Common Stock, no par value <u>(6)</u> | 02/26/2016 | S | 68,629 | D | \$ 44.9096 | 655,777 | I | By PW Partners Atlas Fund II LP <u>(5)</u> |
| Common Stock, no par value <u>(6)</u> | 02/26/2016 | S | 10,414 | D | \$ 44.9096 | 36,221 | I | By PW Partners Atlas Fund III LP <u>(4)</u> |
| Common Stock, no par value <u>(6)</u> | 02/26/2016 | S | 10,414 | D | \$ 44.9096 | 7,556 | I | By PW Partners Atlas Fund LP <u>(3)</u> |
| Common Stock, no par value <u>(6)</u> | | | | | | 3,000 | I | By PW Partners Master Fund (QP) LP <u>(1)</u> |
| Common Stock, no par value <u>(6)</u> | | | | | | 43,000 | I | By Separately Managed Account <u>(2)</u> |
| Common Stock, no par value <u>(6)</u> | | | | | | 18,453 | D | |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Walsh Patrick 141 W. JACKSON BLVD. STE. 1702 CHICAGO, IL 60604 | | X | | |

Signatures

By: /s/ Patrick Walsh
Date: 02/29/2016

**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) Represents securities owned directly by PW Partners Master Fund (QP) LP ("Master Fund QP"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Partners Capital Management LLC ("PW Capital Management"), the Investment Manager of Master Fund QP, and as the Managing Member and Chief Executive Officer of PW Partners, LLC ("PW Partners GP"), the General Partner of Master Fund QP, may be deemed to beneficially own the securities owned directly by Master Fund QP. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (2) Represents securities held in an account (the "Separately Managed Account") separately managed by PW Capital Management. The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of the Separately Managed Account, may be deemed to beneficially own the securities held in the Separately Managed Account. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (3) Represents securities owned directly by PW Partners Atlas Fund LP ("Atlas Fund I"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of Atlas Fund I, and as the Managing Member and Chief Executive Officer of PW Partners Atlas Funds, LLC ("Atlas Fund GP"), the General Partner of Atlas Fund I, may be deemed to beneficially own the securities owned directly by Atlas Fund I. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (4) Represents securities owned directly by PW Partners Atlas Fund III LP ("Atlas Fund III"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of Atlas Fund III, and as the Managing Member and Chief Executive Officer of Atlas Fund GP, the General Partner of Atlas Fund III, may be deemed to beneficially own the securities

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owned directly by Atlas Fund III. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- Represents securities owned directly by PW Partners Atlas Fund II LP ("Atlas Fund II"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of Atlas Fund II, and as the Managing Member and Chief Executive Officer of Atlas Fund GP, the General Partner of Atlas Fund II, may be deemed to beneficially own the securities owned directly by Atlas Fund II. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (5)
- (6) This Form 4/A amends and restates in its entirety the original Form 4 filed with the Securities and Exchange Commission on February 26, 2016.

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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