

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).

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CUSIP No. 307068106

Names  
of  
Reporting  
Persons.

I.R.S.

1 Identification of Discreet 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  
Funds OO  
4 (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 (see  
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  
14 (See OO  
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

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 78,403  
Each Item 5  
Reporting (row)  
Person

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

7 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)

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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  
of Sole Voting  
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)

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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  
of Voting  
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)

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CUSIP No. 307068106

Names  
of  
Reporting  
Persons.

I.R.S.

Identification

1 Nos. Charles E.  
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 United States

6 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  
 Owned by 1,685,556  
 11 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)

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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

or United States

6 Place  
of

Organization

7 Number of  
of Sole Voting  
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  
 Owned by 1,685,556  
 11 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)

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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.

\* \* \* \* \*

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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