

FAMOUS DAVES OF AMERICA INC
Form SC 13D
January 12, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

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

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

307068106
(CUSIP Number)

Eleazer Klein, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and
Communications)

January 12, 2015
(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. [X]

(Page 1 of 16 Pages)

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* 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).

1 NAME OF REPORTING PERSONS

LIONEYE MASTER FUND LTD

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

8 427,521 SHARED VOTING POWER

9 0 SOLE DISPOSITIVE POWER

10 427,521 SHARED DISPOSITIVE POWER

| | |
|-----------|---|
| | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| | 427,521 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. |
| | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |
| 13 | (see Item 5) |
| | 6.0% |
| 14 | TYPE OF REPORTING PERSON |
| | CO |

| | |
|-----------|--|
| | NAME OF REPORTING PERSONS |
| 1 | LIONEYE ONSHORE FUND LP |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP SEC USE ONLY |
| 2 | |
| 3 | |
| | SOURCE OF FUNDS |
| 4 | WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |
| 5 | |
| | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 6 | DELAWARE |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 7 | SOLE VOTING POWER |
| 8 | 43,412 SHARED VOTING POWER |
| 9 | 0 SOLE DISPOSITIVE POWER |
| 10 | 43,412 SHARED DISPOSITIVE POWER |

| | |
|-----------|---|
| | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| | 43,412 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. |
| | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) |
| 13 | |
| | 0.6% |
| 14 | TYPE OF REPORTING PERSON |
| | PN |

1 NAME OF REPORTING PERSONS

LIONEYE ADVISORS LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

43,412

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

43,412

10 SHARED DISPOSITIVE POWER

43,412

0

43,412

0

43,412

0

43,412

| | |
|-----------|---|
| | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| | 43,412 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. |
| | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) |
| 13 | |
| | 0.6% |
| 14 | TYPE OF REPORTING PERSON |
| | OO |

1 NAME OF REPORTING PERSONS

LIONEYE CAPITAL MANAGEMENT LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

8 702,900 SHARED VOTING POWER

9 0 SOLE DISPOSITIVE POWER

10 702,900 SHARED DISPOSITIVE POWER

| | |
|-----------|---|
| | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| | 702,900 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. |
| | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) |
| 13 | |
| | 9.8% |
| 14 | TYPE OF REPORTING PERSON |
| | OO |

1 NAME OF REPORTING PERSONS

STEPHEN RANERI
 CHECK THE
 APPROPRIATE " "
2 BOX IF A
 MEMBER OF(b) " "
 A GROUP
3 SEC USE ONLY

4 SOURCE OF FUNDS

AF
 CHECK BOX
 IF
 DISCLOSURE
 OF LEGAL
5 PROCEEDING
 IS
 REQUIRED
 PURSUANT
 TO ITEM
 2(d) or 2(e)
 CITIZENSHIP OR
6 PLACE OF
 ORGANIZATION

USA

NUMBER OF
 SHARES
 BENEFICIALLY **7**
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

SOLE
 VOTING
 POWER

8 0
 SHARED
 VOTING
 POWER

9 702,900
 SOLE
 DISPOSITIVE
 POWER

10 0
 SHARED
 DISPOSITIVE
 POWER

| | |
|-----------|---|
| | 702,900 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| 12 | 702,900 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. EXCLUDES CERTAIN SHARES |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) |
| 14 | 9.8% TYPE OF REPORTING PERSON IN |

1 NAME OF REPORTING PERSONS

ARTHUR ROSEN
 CHECK THE
 APPROPRIATE BOX IF A
2 MEMBER OF (b)
 A GROUP
3 SEC USE ONLY

4 SOURCE OF FUNDS

AF
 CHECK BOX
 IF
 DISCLOSURE
5 OF LEGAL
 PROCEEDING
 IS
 REQUIRED
 PURSUANT
 TO ITEM
 2(d) or 2(e)
 CITIZENSHIP OR
6 PLACE OF
 ORGANIZATION

USA

NUMBER OF
 SHARES
 BENEFICIALLY **7**
 OWNED BY

SOLE
 VOTING
 POWER

EACH
 REPORTING
 PERSON WITH

8

0
 SHARED
 VOTING
 POWER

9

702,900
 SOLE
 DISPOSITIVE
 POWER

10

0
 SHARED
 DISPOSITIVE
 POWER

| | |
|-----------|---|
| | 702,900 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON |
| 12 | 702,900 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. EXCLUDES CERTAIN SHARES |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) |
| 14 | 9.8% TYPE OF REPORTING PERSON IN |

Item 1. SECURITY AND ISSUER

This statement relates to the common stock, par value \$0.01 per share (the “Common Stock”), of Famous Dave’s of America, Inc., a Minnesota corporation (the “Issuer”). The principal executive office of the Issuer is located at 12701 Whitewater Drive, Suite 200, Minnetonka, Minnesota 55343..

Item 2. IDENTITY AND BACKGROUND

(a) This statement is filed by:

(i) LionEye Master Fund Ltd, a Cayman Islands exempted company (“LionEye Master Fund”), with respect to the Shares directly and beneficially owned by it;

(ii) LionEye Onshore Fund LP, a Delaware limited partnership (“LionEye Onshore”), with respect to the Shares directly and beneficially owned by it;

(iii) LionEye Advisors LLC, a Delaware limited liability company (“LionEye Advisors”), as the general partner of LionEye Onshore;

(iv) LionEye Capital Management LLC, a Delaware limited liability company (“LionEye Capital Management”), as the investment manager of LionEye Master Fund, LionEye Onshore and of certain managed accounts (the “LionEye Capital Management Accounts”);

(v) Stephen Raneri, as a managing member of each of LionEye Capital Management and LionEye Advisors; and

(vi) Arthur Rosen, as a managing member of each of LionEye Capital Management and LionEye Advisors.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the

Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of LionEye Master Fund is c/o Ogier Fiduciary Services (Cayman) Limited, 89 Nexus Way, Caymana Bay Grand Cayman KY1-9007, Cayman Islands. The address of the principal office of each of LionEye Onshore, LionEye Advisors, LionEye Capital Management and Messrs. Raneri and Rosen is 152 West 57th Street, 10th Floor, New York, NY 10019. The officers and directors of LionEye Master Fund and their principal occupations and business addresses are set forth on Schedule A and are incorporated by reference in this Item 2.

(c) The principal business of each of LionEye Master Fund and LionEye Onshore is investing in securities. The principal business of LionEye Advisors is serving as the general partner of LionEye Onshore. The principal business of LionEye Capital Management is serving as the investment manager of LionEye Master Fund, LionEye Onshore and the LionEye Capital Management Accounts. The principal occupation of each of Messrs. Raneri and Rosen is serving as a managing member of LionEye Capital Management.

(d) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, nor any person listed on Schedule A, annexed hereto, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such 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.

(f) Messrs. Raneri and Rosen are citizens of the United States of America. The citizenship of the persons listed on Schedule A is set forth therein.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The Shares purchased by LionEye Master Fund and LionEye Onshore and held in the LionEye Capital Management Accounts were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted on Schedule B. The aggregate purchase price of the 427,521 Shares beneficially owned by LionEye Master Fund is approximately \$12,341,051, including brokerage commissions. The aggregate purchase price of the 43,412 Shares beneficially owned by LionEye Onshore is approximately \$1,174,454, including brokerage commissions. The aggregate purchase price of the 231,967 Shares held in the LionEye Capital Management Accounts is approximately \$6,824,029, including brokerage commissions.

Item 4. PURPOSE OF TRANSACTION

The Reporting Persons purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were (and continue to be) undervalued and represented an attractive investment opportunity. Consistent with their investment purpose, the Reporting Persons have had and intend to have in the future discussions with the Issuer's management and members of the Issuer's board of directors (the "Board"), as well as other shareholders and other interested parties, and have offered and intend to offer suggestions and advice to the Issuer regarding measures and changes that would maximize shareholder value. Such discussions and advice may relate to: the Issuer's capital structure, including providing for a significant return of capital to shareholders; improving the Issuer's capital allocation policies; cost cutting

opportunities; management and Board composition; the Issuer's strategic direction and alternatives; other matters to increase shareholder value; and matters that the Reporting Persons may deem relevant to their investment in the Issuer.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur in connection with any of the matters discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and strategy, actions taken by the Board and management, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, and other investment opportunities available to the Reporting Persons, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in further communications with management and the Board, as well as shareholders of the Issuer and other interested parties, concerning matters that the Reporting Persons deem relevant to their investment in the Issuer, making proposals to the Issuer designed to maximize shareholder value, purchasing additional Shares and/or other equity, debt, notes, instruments or other securities of the Issuer (collectively, "Securities"), disposing of any or all of their Securities, in the open market or otherwise, at any time and from time to time, engaging in short selling of or any hedging or similar transaction with respect to the Securities, or changing their intention with respect to any and all matters referred to in subparagraphs (a) - (j) of Item 4 of Schedule 13D.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 7,143,552 Shares outstanding as of October 31, 2014, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 7, 2014.

(i) LionEye Master Fund:

(a) As of the close of business on January 9, 2015, LionEye Master Fund beneficially owned 427,521 Shares.

Percentage:
Approximately 6.0%.

(b) 1. Sole power to vote or direct vote:
427,521

2. Shared power to vote or direct vote:
0

3. Sole power to dispose or direct the disposition:
427,521

4. Shared power to dispose or direct the disposition:
0

(c) The transactions in the Shares by LionEye Master Fund during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

(ii) LionEye Onshore:

As of the close of
business on January

- (a) 9, 2015, LionEye
Onshore beneficially
owned 43,412 Shares.
Percentage:
Approximately 0.6%.

- (b) 1. Sole power
to vote or
direct vote:
43,412
Shared
power to
vote or
direct vote:
0
Sole power
to dispose
or direct the
disposition:
43,412
Shared
power to
dispose or
direct the
disposition:
0

- (c) The transactions in
the Shares by
LionEye Onshore
during the past sixty
days are set forth in
Schedule B and are
incorporated herein
by reference.

(iii) LionEye Advisors:

LionEye Advisors, as
the general partner of
LionEye Onshore,

- (a) may be deemed the
beneficial owner of
the 43,412 Shares
beneficially owned by
LionEye Onshore.
Percentage:
Approximately 0.6%.

- (b) 1.

- Sole power
to vote or
direct vote:
43,412
- 2. Shared
power to
vote or
direct vote:
0
- 3. Sole power
to dispose
or direct the
disposition:
43,412
- 4. Shared
power to
dispose or
direct the
disposition:
0

(c) LionEye Advisors has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of LionEye Onshore during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

(iv) LionEye Capital
Management:

As of the close of
business on January 9,
2015, 231,967 Shares
were held in the LionEye
Capital Management
Accounts. LionEye
Capital Management, as
the investment manager
of LionEye Master Fund,
LionEye Onshore and the
LionEye Capital

- (a) Management Accounts,
may be deemed the
beneficial owner of the
(i) 427,521 Shares
beneficially owned by
LionEye Master Fund,
(ii) 43,412 Shares
beneficially owned by
LionEye Onshore and
(iii) 231,967 Shares held
in the LionEye Capital
Management Accounts.

Percentage:

Approximately 9.8%.

- (b) 1. Sole power
to vote or
direct vote:
702,900
Shared
power to
2. vote or
direct vote:
0
Sole power
to dispose
3. or direct the
disposition:
702,900
Shared
power to
4. dispose or
direct the
disposition:
0

(c) The transactions in the Shares by LionEye Capital Management through the LionEye Capital Management Accounts and on behalf of LionEye Master Fund and LionEye Onshore during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

(v) Messrs. Raneri and Rosen:

Each of Messrs. Raneri and Rosen, as a managing member of each of LionEye Capital Management and LionEye Advisors, may be deemed the beneficial owner of the (i) 427,521

(a) Shares beneficially owned by LionEye Master Fund, (ii) 43,412 Shares beneficially owned by LionEye Onshore and (iii) 231,967 Shares held in the LionEye Capital Management Accounts.

Percentage:
Approximately 9.8%.

(b) 1. Sole power to vote or direct vote:
0
Shared power to
2. vote or direct vote:
702,900
3. Sole power to dispose or direct the

disposition:
0
Shared
power to
dispose or
4. direct the
disposition:
702,900

None of Messrs.
Raneri or Rosen has
entered into any
transactions in the
Shares during the
past sixty days. The
transactions in the
Shares on behalf of
(c) LionEye Master
Fund, LionEye
Onshore and through
the LionEye Capital
Management
Accounts during the
past sixty days are set
forth in Schedule B
and are incorporated
herein by reference.

Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

On January 12, 2015, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Other than the joint filing agreement filed as an exhibit hereto, the Reporting Persons have no contracts, arrangements, understandings or relationships with any persons with respect to securities of the Issuer.

Item 7. EXHIBITS

Exhibit Description

99.1 Joint Filing Agreement, dated January 12, 2015.

SIGNATURES

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

Date: January 12, 2015

**LionEye Master Fund
Ltd**

By: /s/ Stephen Raneri
Name: Stephen Raneri
Title: Director

LionEye Onshore Fund LP

By: LionEye Advisors LLC, its General Partner

By: /s/ Stephen Raneri
Name: Stephen Raneri
Title: Managing Member

LionEye Advisors LLC

By: /s/ Stephen Raneri
Name: Stephen Raneri
Title: Managing Member

**LionEye Capital
Management LLC**

By: /s/ Stephen Raneri
Name: Stephen Raneri
Title: Managing Member

/s/ Stephen Raneri
Stephen Raneri

/s/ Arthur Rosen
Arthur Rosen

SCHEDULE A

Directors and Officers of LionEye Master Fund Ltd

| <u>Name and Position</u> | <u>Principal Occupation</u> | <u>Principal Business Address</u> | <u>Citizenship</u> |
|---------------------------------|-------------------------------------|--|---------------------------|
| | | Landmark Square | |
| Brad Cowdroy | Director of ICG | 64 Earth Close, PO Box 715 | Australia |
| Director | Management Limited | Grand Cayman KY1-1107 | |
| | | Cayman Islands | |
| | | 305 Madison Avenue | |
| Boris Onefator | Founder and CEO of | Suite 2036 | United States of America |
| Director | Constellation Investment Consulting | New York, NY, 10165 | |
| Stephen Raneri | | | |
| Director* | | | |

* Mr. Raneri is a Reporting Person and, as such, the information with respect to Mr. Raneri called for by Item 2 of Schedule 13D is set forth therein.

SCHEDULE B**Transactions in the Shares During the Past Sixty Days**

This Schedule sets forth information with respect to each purchase and sale of shares of Common Stock that were effectuated by the Reporting Persons during the past sixty days. Unless otherwise indicated, all transactions were effectuated in the open market through a broker and all prices include brokerage commissions.

| <u>Nature of the Transaction</u> | <u>Securities</u> | <u>Price Per</u> | <u>Date of</u> |
|----------------------------------|-----------------------------------|------------------|------------------------|
| | <u>Purchased/(Sold) Share(\$)</u> | | <u>Purchase / Sale</u> |

**LIONEYE MASTER
FUND LTD**

| | | | |
|---|--------|----------|------------|
| Purchase of Common Stock ⁽¹⁾ | 53,023 | 25.50000 | 12/1/2014 |
| Purchase of Common Stock | 16,078 | 26.11840 | 12/9/2014 |
| Purchase of Common Stock | 818 | 25.99532 | 12/12/2014 |
| Purchase of Common Stock | 7,947 | 25.58142 | 12/16/2014 |
| Purchase of Common Stock | 1,464 | 25.61131 | 12/16/2014 |
| Purchase of Common Stock | 5,451 | 27.15658 | 12/18/2014 |
| Purchase of Common Stock | 2,129 | 27.41711 | 12/30/2014 |
| Purchase of Common Stock ⁽²⁾ | 11,964 | 26.27000 | 1/2/2015 |

**LIONEYE
ONSHORE
FUND LP**

| | | | |
|-------------------------------------|-------|----------|------------|
| Purchase of Common Stock | 1,174 | 26.11840 | 12/9/2014 |
| Purchase of Common Stock | 60 | 25.99532 | 12/12/2014 |
| Purchase of Common Stock | 722 | 25.58142 | 12/16/2014 |
| Purchase of Common Stock | 133 | 25.61131 | 12/16/2014 |
| Purchase of Common Stock | 495 | 27.15658 | 12/18/2014 |
| Purchase of Common Stock | 215 | 27.41711 | 12/30/2014 |
| Sale of Common Stock ⁽³⁾ | (366) | 26.27000 | 1/2/2015 |

LIONEYE CAPITAL MANAGEMENT LLC

(Through the LionEye Capital Management Accounts)

Purchase of Common Stock 3,207 26.11840 12/9/2014
Purchase of Common Stock 2,141 26.11840 12/9/2014
Purchase of Common Stock 158 25.99532 12/12/2014
Purchase of Common Stock 139 25.99532 12/12/2014
Purchase of Common Stock 1,557 25.58142 12/16/2014
Purchase of Common Stock 287 25.61131 12/16/2014
Purchase of Common Stock 1,367 25.58142 12/16/2014
Purchase of Common Stock 252 25.61131 12/16/2014
Purchase of Common Stock 1,067 27.15658 12/18/2014

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| | | | |
|-------------------------------------|----------|----------|------------|
| Purchase of Common Stock | 936 | 27.15658 | 12/18/2014 |
| Purchase of Common Stock | 448 | 27.41711 | 12/30/2014 |
| Purchase of Common Stock | 256 | 27.41711 | 12/30/2014 |
| Purchase of Common Stock | 404 | 27.41711 | 12/30/2014 |
| Sale of Common Stock ⁽⁴⁾ | (11,598) | 26.27000 | 1/2/2015 |

(1) Represents a contribution of securities to LionEye Master Fund Ltd. from Claritus LionEye Master Trust. Claritus LionEye Master Trust no longer beneficially owns any securities of the Issuer.

(2) Represents a cross trade of securities to LionEye Master Fund Ltd. from the LionEye Capital Management Accounts and LionEye Onshore Fund LP.

(3) Represents a cross trade of securities to LionEye Master Fund Ltd. from LionEye Onshore Fund LP.

(4) Represents a cross trade of securities to LionEye Master Fund Ltd. from the LionEye Capital Management Accounts.