

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

(Title of Class of Securities)

307068106

(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	SOLE VOTING POWER	0
SHARES6	SHARED VOTING POWER	17,193
BENEFICIALLY OWNED7	SOLE DISPOSITIVE POWER	0
BY EACH 8	SHARED DISPOSITIVE POWER	17,193

REPORTING PERSON WITH

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 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	Wexford Select Equities LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
		(a) <input type="radio"/>
		(b) <input type="radio"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER	SOLE VOTING POWER	0
OF		
SHARES	SHARED VOTING POWER	0
BENEFICIALLY		
OWNED	SOLE DISPOSITIVE POWER	0
BY		
EACH	SHARED DISPOSITIVE POWER	0
REPORTING		
PERSON		
WITH		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="radio"/>
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 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	Wexford Focused Investors LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
		(a) <input type="radio"/>
		(b) <input type="radio"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF	SOLE VOTING POWER	26,522
SHARES6	SHARED VOTING POWER BENEFICIALLY OWNED7	
BY EACH 8	SHARED DISPOSITIVE POWER	26,522
REPORTING PERSON WITH		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	26,522
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="radio"/>
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 SHARES6 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
SOLE VOTING POWER 667,010
SHARED VOTING POWER
SOLE DISPOSITIVE POWER 667,010
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 SOLE VOTING POWER 0

SHARES6 SHARED VOTING POWER 710,725

BENEFICIALLY

OWNED7 SOLE DISPOSITIVE POWER 0

BY

EACH 8 SHARED DISPOSITIVE POWER 710,725

REPORTING

PERSON

WITH

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 SHARES6 SOLE VOTING POWER 0

BENEFICIALLY SHARED VOTING POWER 710,725

OWNED7 BY SOLE DISPOSITIVE POWER 0

EACH 8 SHARED DISPOSITIVE POWER 710,725

REPORTING PERSON WITH

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 SOLE VOTING POWER 0

SHARES6 SHARED VOTING POWER 710,725
BENEFICIALLY

OWNED7 SOLE DISPOSITIVE POWER 0
BY

EACH 8 SHARED DISPOSITIVE POWER 710,725
REPORTING PERSON

WITH

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 SHARES6 SOLE VOTING POWER 0

BENEFICIALLY SHARED VOTING POWER 710,725

OWNED7 BY SOLE DISPOSITIVE POWER 0

EACH 8 SHARED DISPOSITIVE POWER 710,725

REPORTING PERSON WITH

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