Edgar Filing: FAMOUS DAVES OF AMERICA INC - Form 4

FAMOUS DAVES OF AMERICA INC

Form 4 July 30, 2014

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Mastrocola David John

Symbol

(Check all applicable)

FAMOUS DAVES OF AMERICA

INC [DAVE]

(Month/Day/Year)

07/28/2014

(Last) (First) (Middle) 3. Date of Earliest Transaction

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

12701 WHITEWATER

DRIVE, SUITE 200

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

MINNETONKA, MN 55343

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) (Instr. 4)

Following Reported

(A) Transaction(s) (Instr. 3 and 4)

Common

(Instr. 3)

Code V Amount (D) Price

See 923,361 Ι Footnote 1

Stock, par value \$.01

(1)

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

(Month/Day/Year)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Indirect

Beneficial

Ownership

(Instr. 4)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Lunderlying S (Instr. 3 and	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option	\$ 25.09	07/28/2014		A	27,500	(2)	07/28/2024	Common Stock, par value \$.01	27,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Mastrocola David John 12701 WHITEWATER DRIVE SUITE 200 MINNETONKA, MN 55343	X					

Signatures

/s/ Paul Ziccarelli, as Attorney-In-Fact for David J.
Mastrocola

07/30/2014

**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).

Shares reported herein represent 548,555 shares held for the account of Pleasant Lake Offshore Master Fund L.P. (the "Master Fund") and 374,806 shares held for the account of Pleasant Lake Co-Invest I LLC ("Co-Invest I"). Pleasant Lake Partners LLC ("PLP") serves as the investment manager of the Master Fund and as manager of Co-Invest I. Pleasant Lake Onshore GP LLC serves as General Partner of the

- (1) Master Fund and as Managing Member of Co-Invest I. PLP MM LLC is the managing member of PLP. David John Mastrocola serves as Co-Founder and Advisory Chairman of PLP. The Reporting Person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that the Reporting Person is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.
- (2) Option shall vest in five annual installments of 5,500 beginning on July 28, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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