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SEDAGHAT SHAWN
Form SC 13D/A
August 08, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13D-2(A)

Amendment No. 5

Western Sizzlin Corporation

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

959542101

(CUSIP Number)

Shawn Sedaghat
9701 Wilshire Blvd. #1110, Beverly Hill, CA 90201
(310)205-9038

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 5, 2005

(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 / /.

(Continued on following pages)

(Page 1 of 6 Pages)

CUSIP NO. 959542101

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1 NAME OF REPORTING PERSON

Shawn Sedaghat

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E) : / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH

7 SOLE VOTING POWER

1,567,500

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

1,567,500

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,567,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN
SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13.16%

14 TYPE OF REPORTING PERSON*

IN

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1 NAME OF REPORTING PERSON

Jonathan Dash

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E) : / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH

7 SOLE VOTING POWER
12,500

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
12,500

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN
SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
.10%

14 TYPE OF REPORTING PERSON*
IN

CUSIP NO. 959542101

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AMENDMENT NO. 5 TO SCHEDULE 13D

This Amendment No. 5, dated August 5, 2005, to Schedule 13D is filed by the Reporting Persons and amends Schedule 13D as previously filed by the Reporting Person with the Securities and Exchange Commission on July 22, 2005, April 4, 2005, as Amended on April 25, 2005 and April 28, 2005 and May 18, 2005 (the "Schedule 13D"), relating to the common stock, \$.01 par value (the "Shares") of Western Sizzlin Corporation, a Delaware corporation.

Items 2 and 3 and 5 and 6 of the Schedule 13D are hereby amended and restated as follows:

ITEM 2. IDENTITY AND BACKGROUND

Set forth below is the following information with respect to the filing on this Schedule 13D: (a) name; (b) business address; (c) principal occupation and name, business and address of employer; (d) information concerning criminal convictions during the last five years; (e) information concerning civil or administrative proceedings under state or federal securities laws during the past five years with respect to any state or federal securities laws; and (f) citizenship.

(a) Shawn Sedaghat ("Sedaghat") and Jonathan Dash ("Dash") collectively "Reporting Persons."

(b) The address of the principal business office of Sedaghat is 9701 Wilshire Blvd., Suite 1110, Beverly Hills, CA 90212. The address and principal business office of Dash is 183 Rodeo Drive, Beverly Hills, CA 90212.

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(c) Sedaghat's corporation is PKG Group LLC whose principal business is cosmetics and packaging distribution. Dash's firm is Dash Acquisitions LLC whose principal business is investment advisory services.

(d) During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors)

(e) During five years prior to the date hereof, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of which any of the foregoing 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) Each of Sedaghat and Dash is a United States Citizen.

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

As of July 22, 2005, Sedaghat has invested \$1,220,450 in the Shares of the Issuer using his personal funds. As of August 4, 2005 Dash has invested \$10,050 in the Shares of Issuer using his personal funds.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As the holder of sole voting and investment authority over the Shares owned by Sedaghat, Sedaghat may be deemed, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owner of the aggregate amount of 1,567,500 Shares representing approximately 13.16% of the outstanding shares (based upon 11,908,571 shares outstanding as of May 16, 2005, as reported on the latest 10-Q of the Issuer)

As the holder of sole voting and investment authority over the Shares owned by Dash, Dash may be deemed, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, to be the beneficial owner of the aggregate amount of 12,500 Shares representing approximately 0.10% of the outstanding shares (based upon 11,908,571 shares outstanding as of May 16, 2005, as reported on the latest 10-Q of the Issuer)

The Reporting Persons effected transaction in the Shares during the past 60 days as set forth below:

Sedaghat:

| | | | |
|---------|----------------------|---------|--------|
| 7/22/05 | Open Market Purchase | 125,000 | \$0.83 |
|---------|----------------------|---------|--------|

Dash:

| | | | |
|--------|----------------------|-------|--------|
| 8/4/05 | Open Market Purchase | 5,000 | \$.085 |
|--------|----------------------|-------|--------|

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

The information provided in Item 4 is incorporated by reference. Dash is the brother-in-law of Sedaghat. On August 5, 2005 Dash and Sedaghat formed a

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"group" for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended. Dash is an investment advisor whose clients own an aggregate of 265,819 Shares of the Issuer ("Client Shares") representing approximately 2.23% of the outstanding shares (based upon 11,908,571 shares outstanding as of May 16, 2005, as reported on the latest 10-Q of the Issuer). Dash disclaims any voting power or beneficiary interests in the Client Shares.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Not applicable

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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.

DATED: August 5, 2005

By: /S/ SHAWN SEDAGHAT

Shawn Sedaghat

By: /S/ JONATHAN DASH

Jonathan Dash