

Berg Jeffrey Alan
Form SC 13D/A
January 14, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

NTN BUZZTIME, INC.

(Name of Issuer)

Common Stock, par value \$.005 per share

(Title of Class of Securities)

629410309

(CUSIP Number)

Jeffrey A. Berg
PO Box 55399
St. Petersburg, FL 33732
(760) 438-7400

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

June 30, 2010

(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 sections 240.13d-1(e), 240.13d-1(f) or 140.13d-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 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).

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 control number.

CUSIP No. 629410309

1 Names of Reporting Persons

JABAM, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)x

3 SEC Use Only

4 Source of Funds (See Instructions)

N/A

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

o

6 Citizenship or Place of Organization

Florida

7

Sole Voting Power

0

Number of
Shares

8

Shared Voting Power

Beneficially

0

Owned by

9

Sole Dispositive Power

Each Reporting

Person With

10

0

Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

o

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person (See Instructions)

CO

CUSIP No. 629410309

1 Names of Reporting Persons

BFK Investments LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)x

3 SEC Use Only

4 Source of Funds (See Instructions)

AF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

o

6 Citizenship or Place of Organization

Florida

7

Sole Voting Power

0

Number of
Shares

8

Shared Voting Power

Beneficially

5,845,600

Owned by

9

Sole Dispositive Power

Each Reporting

Person With

10

0

Shared Dispositive Power

5,845,600

11 Aggregate Amount Beneficially Owned by Each Reporting Person

5,845,600

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

o

13 Percent of Class Represented by Amount in Row (11)

9.63%

14 Type of Reporting Person (See Instructions)

OO

CUSIP No. 629410309

1 Names of Reporting Persons

Jeffrey A. Berg

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)x

3 SEC Use Only

4 Source of Funds (See Instructions)

AF, PF

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

o

6 Citizenship or Place of Organization

U.S.

7

Sole Voting Power

30,000

Number of
Shares

8

Shared Voting Power

Beneficially

5,845,600

Owned by

9

Sole Dispositive Power

Each Reporting

Person With

10

30,000

Shared Dispositive Power

5,845,600

11 Aggregate Amount Beneficially Owned by Each Reporting Person

5,875,600

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

o

13 Percent of Class Represented by Amount in Row (11)

9.68%

14 Type of Reporting Person (See Instructions)

IN, HC

CUSIP No. 629410309

1 Names of Reporting Persons

Matador Capital Partners, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)x

3 SEC Use Only

4 Source of Funds (See Instructions)

WC

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

o

6 Citizenship or Place of Organization

Delaware

7

Sole Voting Power

0

Number of
Shares

8

Shared Voting Power

Beneficially

5,845,600

Owned by

9

Sole Dispositive Power

Each Reporting

Person With

10

0

Shared Dispositive Power

5,845,600

11 Aggregate Amount Beneficially Owned by Each Reporting Person

5,845,600

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

o

13 Percent of Class Represented by Amount in Row (11)

9.63%

14 Type of Reporting Person (See Instructions)

PN

CUSIP No. 629410309

Item 1. Security and Issuer

This statement relates to shares of Common Stock (the “Stock”) of NTN Buzztime, Inc. (the “Issuer”). The principal executive office of the Issuer is located at 5966 La Place Court, Carlsbad, CA 92618.

Item 2. Identity and Background

The persons filing this statement and the persons enumerated in Instruction C of Schedule 13D and, where applicable, their respective places of organization, general partners, directors, executive officers and controlling persons, and the information regarding them, are as follows:

(a) JABAM, Inc. (“JABAM”), BFK Investments LLC. (“BFK”), Jeffrey A. Berg and Matador Capital Partners, L.P. (the “Fund”) (collectively, the “Filers”).

(b) The business address of JABAM, BFK, Mr. Berg and the Fund is:

PO Box 55399, St. Petersburg, FL 33732

(c) The present principal occupation or employment of the Filers and the name, principal business and address of any corporation or other organization in which such employment is conducted is as follows:

BFK is the general partner of the Fund. JABAM is the former general partner of the Fund. Mr. Berg is the Senior Managing Member and controlling shareholder of BFK and controlling shareholder of JABAM.

(d) During the last five years, none of the Filers has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Filers was a 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) JABAM is a Florida corporation. BFK is a Florida limited liability company. Mr. Berg is a United States citizen. The Fund is a Delaware limited partnership.

Item 3. Source and Amount of Funds or Other Consideration

The source and amount of funds used in purchasing the Stock were as follows:

Purchaser	Source of Funds	Amount
The Fund	Working Capital	\$4,134,094.50
Mr. Berg	PF-Individual Retirement Account	\$17,700

CUSIP No. 629410309

Item 4. Purpose of Transaction

Mr. Berg became a member of the board of directors of the Issuer on August 19, 2008 and chairman of the board of directors of the Issuer on November 18, 2008.

On June 30, 2010, JABAM was replaced by BFK as the general partner of the Fund. The change in general partners was a reorganization of the management of the Fund and did not relate to any purpose in connection with any of the Filers' beneficial interest in the Issuer.

The Filers (excluding JABAM) have been accumulating the Common Stock as part of their investment purposes. In pursuing their investment purposes, the Filers may (subject to any applicable restriction arising from Mr. Berg currently being a Board member) from time to time further purchase, hold, vote, trade, dispose of, engage in option, swap or other derivative securities transactions with respect to or otherwise deal in the Stock at times, and in such manner, as they deem advisable to benefit from changes in the Stock's market price, changes in the Issuer's operations, business strategy or prospects, or from sale or merger of the Issuer. To evaluate such alternatives, the Filers routinely will monitor the Issuer's operations, prospects, business development, management, competitive and strategic matters, capital structure and prevailing market conditions, as well as alternative investment opportunities, the Filers' liquidity requirements and other investment considerations. Consistent with their investment research methods and evaluation criteria, the Filers may discuss (subject to any applicable restriction arising from Mr. Berg currently being a Board member) such matters with the Issuer's management, other Board members, other shareholders, industry analysts, existing or potential strategic partners or competitors, investment and financing professionals, sources of credit and other investors. Such factors and discussions may affect materially, and result in, the Filers' modifying their ownership of the Stock, exchanging information with the Issuer, proposing changes in the Issuer's operations, governance or capitalization, or in proposing or taking one or more of the actions described in paragraphs (a) through (j) of Item 4 of Schedule 13D with respect to the investment in the Issuer (subject to any applicable restriction arising from Mr. Berg currently being a Board member). The Filers may reconsider and change their plans or proposals relating to the Stock at any time (subject to any applicable restriction arising from Mr. Berg currently being a Board member).

Item 5. Interest in Securities of the Issuer

(a), (b) & (d): Each Filer's beneficial ownership of the Stock on the date of this report is reflected on that Filer's cover page. BFK is a limited liability company and serves as the general partner of the Fund with the power to invest in, vote and dispose of the Stock on behalf the Fund. The limited partners of the Fund have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. Only Mr. Berg as a limited partner in the Fund individually has an interest through the Fund in more than 5% of the outstanding Stock. Mr. Berg is the Senior Managing Member of BFK and controls the investment decisions of BFK and the Fund. The Filers are filing this Schedule 13D jointly, but not as members of a group, and each of them expressly disclaims membership in a group. Each of BFK and Mr. Berg disclaims beneficial ownership of the Stock except to the extent of that Filer's pecuniary interest therein. In addition, the filing of this Schedule 13D on behalf of the Fund should not be construed as an admission that any of them is, and each of them disclaims that it is, the beneficial owner, as defined in Rule 13d-3 under the Securities Exchange Act of 1934, of any of the Stock covered by this Schedule 13D.

(c): The Fund has made the following transactions in shares of the Issuer since the last amendment to this Schedule 13D:

- The Fund purchased 400,000 shares of Stock of the Issuer on August 19, 2009 from Fidelity National Financial, Inc. at a purchase price per share of \$0.23.

CUSIP No. 629410309

(e): On June 30, 2010, JABAM was replaced by BFK as the general partner of the Fund. As a consequence, as of such date, JABAM no longer has any beneficial interest in the Issuer and, accordingly, will cease (i) filing beneficial ownership reports following this report and (ii) being a member of this filing group following this report.

Item 6. Contracts, Arrangement, Understandings or Relationships with Respect to Securities of the Issuer

BFK is the general partner of the Fund pursuant to an agreement of limited partnership that grants to BFK the authority, among other things, to invest the funds of such investment partnership in the Stock, to vote and dispose of the Stock and to file this statement on behalf of such investment partnership. Pursuant to such agreement, BFK is entitled to allocations based on assets under management and realized and unrealized gains.

Item 7. Material to Be Filed as Exhibits

Exhibit Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G among JABAM, Inc., Matador
A Capital Partners, L.P. and Jeffrey A. Berg (incorporated by reference to Schedule 13D filed by Jeffrey A. Berg on September 29, 2008)

Exhibit Agreement Regarding Joint Filing of Statement on Schedule 13D among BFK Investments LLC, Matador
B Capital Partners, L.P. and Jeffrey A. Berg

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: January 14, 2011

JABAM, INC.

By: / s / J e f f r e y A .
Berg
Name: Jeffrey A. Berg
Title: President

Dated: January 14, 2011

BFK INVESTMENTS LLC

By: / s / J e f f r e y A .
Berg
Name: Jeffrey A. Berg
Title: Senior Managing Member

Dated: January 14, 2011

MATADOR CAPITAL PARTNERS, L.P.

By: Name: BFK Investments LLC
Title: General Partner

By: / s / J e f f r e y A .
Berg
Name: Jeffrey A. Berg
Title: Senior Managing Member

Dated: January 14, 2011

JEFFREY A. BERG

/ s / J e f f r e y A .
Berg
Jeffrey A. Berg

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

EXHIBIT B

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the common stock of NTN Buzztime, Inc., and that this agreement be included as an exhibit to such joint filing.

Each of the undersigned acknowledges that each shall be responsible for the timely filing of any statement (including amendments) on Schedule 13D, and for the completeness and accuracy of the information concerning him, her, or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other persons making such filings, except to the extent that he, she, or it knows or has reason to believe that such information is inaccurate.

Dated: January 14, 2011

BFK INVESTMENTS LLC

By: / s / J e f f r e y A .
Berg
Name: Jeffrey A. Berg
Title: Senior Managing Member

MATADOR CAPITAL PARTNERS, L.P.

By: Name: BFK Investments LLC
Title: General Partner

By: / s / J e f f r e y A .
Berg
Name: Jeffrey A. Berg
Title: Senior Managing Member

JEFFREY A. BERG

/ s / J e f f r e y A .
Berg
Jeffrey A. Berg