

FAMOUS DAVES OF AMERICA INC

Form 4

March 18, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pleasant Lake Partners LLC

2. Issuer Name **and** Ticker or Trading  
Symbol  
FAMOUS DAVES OF AMERICA  
INC [DAVE]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
110 GREENE STREET, SUITE 604  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/16/2016

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

NEW YORK, NY 10012

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 03/16/2016                              |                                                             | J <sup>(1)</sup>                        |                                                                         | 374,806                                                                                                            | D                                                                    | \$ 0                                    |
|                                       |                                         |                                                             |                                         |                                                                         | 548,555                                                                                                            | I                                                                    |                                         |

See  
Footnote  
(2)

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

# Edgar Filing: FAMOUS DAVES OF AMERICA INC - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                         | Director      | 10% Owner | Officer | Other |
| Pleasant Lake Partners LLC<br>110 GREENE STREET<br>SUITE 604<br>NEW YORK, NY 10012                      |               | X         |         |       |
| PLP MM LLC<br>110 GREENE STREET<br>SUITE 604<br>NEW YORK, NY 10012                                      |               | X         |         |       |
| Pleasant Lake Onshore GP LLC<br>110 GREENE STREET<br>SUITE 604<br>NEW YORK, NY 10012                    |               | X         |         |       |
| Pleasant Lake Offshore Master Fund L.P.<br>110 GREENE STREET<br>SUITE 604<br>NEW YORK, NY 10012         |               | X         |         |       |
| Pleasant Lake Co-Invest I LLC<br>110 GREENE STREET<br>SUITE 604<br>NEW YORK, NY 10012                   |               | X         |         |       |
| Lennon Jonathan<br>C/O PLEASANT LAKE PARTNERS LLC<br>110 GREENE STREET, SUITE 604<br>NEW YORK, NY 10012 |               | X         |         |       |

## Signatures

|                                                                                                                                       |            |
|---------------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ PLEASANT LAKE PARTNERS LLC, By: PLP MM LLC, its Managing Member, By:<br>Jonathan Lennon as Manager                                | 03/18/2016 |
| __Signature of Reporting Person                                                                                                       | Date       |
| /s/ PLP MM LLC, By: Jonathan Lennon as Manager                                                                                        | 03/18/2016 |
| __Signature of Reporting Person                                                                                                       | Date       |
| /s/ PLEASANT LAKE ONSHORE GP LLC, By: Jonathan Lennon as Manager                                                                      | 03/18/2016 |
| __Signature of Reporting Person                                                                                                       | Date       |
| /s/ PLEASANT LAKE OFFSHORE MASTER FUND L.P., By: Pleasant Lake Onshore GP<br>LLC, its General Partner, By: Jonathan Lennon as Manager | 03/18/2016 |
| __Signature of Reporting Person                                                                                                       | Date       |
| /s/ PLEASANT LAKE CO-INVEST I LLC, By: Pleasant Lake Onshore GP LLC, its<br>Managing Member, By: Jonathan Lennon as Manager           | 03/18/2016 |
| __Signature of Reporting Person                                                                                                       | Date       |
| /s/ JONATHAN LENNON                                                                                                                   | 03/18/2016 |
| __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).

(1) Pro rata distribution by Pleasant Lake Co-Invest I LLC ("Co-Invest I") to its investors.

Shares reported herein represent 548,555 shares held for the account of Pleasant Lake Offshore Master Fund L.P. (the "Master Fund"), following the above-referenced distribution, 0 shares held for the account of 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 ("GP LLC") serves as

(2) General Partner of the Master Fund and as Managing Member of Co-Invest I. PLP MM LLC is the managing member of PLP. Jonathan Lennon serves as manager of PLP MM LLC and GP LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that any of the Reporting Persons 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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