FAMOUS DAVES OF AMERICA INC
Form 4
June 25, 2015

# FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LionEye Capital Management LLC

(Last) (First) (Middle)

152 WEST 57TH STREET, 10TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/23/2015

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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

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

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock, par value $0.01 per share | 06/23/2015 | | P | | 60,622 | A | $ 19.68 (1) | 981,122 | I | See footnotes (3) (4) |
| Common stock, par value $0.01 per share | 06/24/2015 | | P | | 59,378 | A | $ 19.86 (2) | 1,040,500 | I | See footnotes (3) (4) |

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

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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)**

| 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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| LionEye Capital Management LLC<br>152 WEST 57TH STREET<br>10TH FLOOR<br>NEW YORK, NY 10019 | | X | | |
| LionEye Master Fund Ltd<br>C/O ELIAN FIDUCIARY SERVICES (CAYMAN<br>89 NEXUS WAY<br>CAMANA BAY, GRAND CAYMAN, E9 00000 | | X | | |
| LionEye Onshore Fund LP<br>152 WEST 57TH STREET<br>10TH FLOOR<br>NEW YORK, NY 10019 | | X | | |
| LionEye Advisors LLC<br>152 WEST 57TH STREET<br>10TH FLOOR<br>NEW YORK, NY 10019 | | X | | |
| Raneri Stephen<br>C/O LIONEYE CAPITAL MANAGEMENT LLC<br>152 WEST 57TH STREET, 10TH FLOOR | | X | | |

NEW YORK, NY 10019

Rosen Arthur
C/O LIONEYE CAPITAL MANAGEMENT LLC
152 WEST 57TH STREET, 10TH FLOOR
NEW YORK, NY 10019

X

# Signatures

| | |
|---|---|
| s/ LionEye Capital Management LLC; By Stephen Raneri, Managing Member | 06/25/2015 |
| **Signature of Reporting Person | Date |
| /s/ LionEye Master Fund Ltd; By Stephen Raneri, Director | 06/25/2015 |
| **Signature of Reporting Person | Date |
| /s/ LionEye Onshore Fund LP; By LionEye Advisors LLC, its General Partner; By Stephen Raneri, its Managing Member | 06/25/2015 |
| **Signature of Reporting Person | Date |
| /s/ LionEye Advisors LLC; By Stephen Raneri, its Managing Member | 06/25/2015 |
| **Signature of Reporting Person | Date |
| /s/ Stephen Raneri | 06/25/2015 |
| **Signature of Reporting Person | Date |
| /s/ Arthur Rosen | 06/25/2015 |
| **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)** The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $18.62 to $20.06, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each price within the range set forth herein.

**(2)** The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $19.56 to $20.00, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each price within the range set forth herein.

**(3)** LionEye Capital Management LLC ("LionEye Capital Management") serves as investment manager to each of LionEye Master Fund Ltd ("LionEye Master"), LionEye Onshore Fund LP ("LionEye Onshore") and certain managed accounts (the "Accounts" and together with LionEye Master and LionEye Onshore, the "Investment Vehicles") and has investment discretion with respect to the securities reported herein which are held by the Investment Vehicles. LionEye Advisors LLC ("LionEye Advisors") is the general partner of LionEye Onshore. Stephen Raneri and Arthur Rosen are each managing members of LionEye Capital Management and LionEye Advisors.

**(4)** The filing of this statement shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. Each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein.

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.