

FAMOUS DAVES OF AMERICA INC  
Form SC 13D/A  
May 05, 2015  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Famous Dave's of America, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

307068106  
(CUSIP Number)

Eleazer Klein, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

May 1, 2015  
(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.  [X]

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\* 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

disclosures provided in a prior cover page.

The information required on 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).

	NAME OF REPORTING PERSONS
<b>1</b>	LIONEYE MASTER FUND LTD
	CHECK THE APPROPRIATE <input checked="" type="checkbox"/> BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	CAYMAN ISLANDS
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	572,602
<b>8</b>	SHARED VOTING POWER
<b>9</b>	0 SOLE DISPOSITIVE POWER
<b>10</b>	572,602 SHARED DISPOSITIVE POWER

	0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
	572,602
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..
	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
<b>13</b>	
	8.1%
<b>14</b>	TYPE OF REPORTING PERSON
	CO

	NAME OF REPORTING PERSONS
<b>1</b>	LIONEYE ONSHORE FUND LP
	CHECK THE APPROPRIATE <del>(E)</del> BOX IF A MEMBER OF(b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	DELAWARE
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	57,972
<b>8</b>	SHARED VOTING POWER
<b>9</b>	0 SOLE DISPOSITIVE POWER
<b>10</b>	57,972 SHARED DISPOSITIVE POWER

	0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
	57,972
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..
	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
<b>13</b>	
	0.8%
<b>14</b>	TYPE OF REPORTING PERSON
	PN

**1** NAME OF REPORTING PERSONS

LIONEYE ADVISORS LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF(b) A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

**5** DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** SOLE VOTING POWER

**8** 57,972 SHARED VOTING POWER

**9** 0 SOLE DISPOSITIVE POWER

**10** 57,972 SHARED DISPOSITIVE POWER

	0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
	57,972
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..
	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
<b>13</b>	
	0.8%
<b>14</b>	TYPE OF REPORTING PERSON
	OO



	NAME OF REPORTING PERSONS
<b>1</b>	LIONEYE CAPITAL MANAGEMENT LLC
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY SOURCE OF FUNDS
<b>4</b>	
	AF, OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	DELAWARE
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
<b>7</b>	
	902,336 SHARED VOTING POWER
<b>8</b>	
	0 SOLE DISPOSITIVE POWER
<b>9</b>	
	902,336 SHARED DISPOSITIVE POWER
<b>10</b>	

0  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
11 OWNED BY EACH  
PERSON

902,336  
CHECK IF THE  
AGGREGATE  
12 AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
13 REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

12.8%  
14 TYPE OF REPORTING  
PERSON

OO

**1** NAME OF REPORTING PERSONS

STEPHEN RANERI  
CHECK THE  
APPROPRIATE  "

**2** BOX IF A MEMBER OF(b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** AF CHECK BOX IF DISCLOSURE OF LEGAL

**5** PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

USA  
SOLE VOTING POWER

**7** 0 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**8** 902,336 SOLE DISPOSITIVE POWER

**9** 0 SHARED DISPOSITIVE POWER

**10** 902,336

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
12	902,336 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
13	
14	12.8% TYPE OF REPORTING PERSON  IN

**1** NAME OF REPORTING PERSONS

ARTHUR ROSEN  
CHECK THE  
APPROPRIATE  "

**2** BOX IF A  
MEMBER OF (b) "

**3** A GROUP  
SEC USE ONLY  
SOURCE OF FUNDS

**4** AF  
CHECK BOX  
IF  
DISCLOSURE  
OF LEGAL  
**5** PROCEEDING  
IS

REQUIRED  
PURSUANT  
TO ITEM  
2(d) or 2(e)  
CITIZENSHIP OR  
PLACE OF  
**6** ORGANIZATION

USA  
**7** SOLE  
VOTING  
POWER

NUMBER OF  
SHARES **8** 0  
SHARED  
VOTING  
POWER

BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH **9** 902,336  
SOLE  
DISPOSITIVE  
POWER

**10** 0  
SHARED  
DISPOSITIVE  
POWER

902,336

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
12	902,336 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) .. EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)
13	
14	12.8% TYPE OF REPORTING PERSON  IN

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This Amendment No. 2 ("Amendment No. 2") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on January 12, 2015 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D filed with the SEC on February 23, 2015 ("Amendment No. 1" and together with the Original Schedule 13D and this Amendment No. 2, the "Schedule 13D") with respect to the shares of common stock, par value \$0.01 per share (the "Shares"), of Famous Dave's of America, Inc., a Minnesota corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Schedule 13D. This Amendment No. 2 amends Items 3 and 5 as set forth below.

### **Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Shares purchased by LionEye Master Fund and LionEye Onshore and held in the LionEye Capital Management Accounts were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted on Schedule B. The aggregate purchase price of the 572,602 Shares beneficially owned by LionEye Master Fund is approximately \$16,664,742, including brokerage commissions. The aggregate purchase price of the 57,972 Shares beneficially owned by LionEye Onshore is approximately \$1,620,792, including brokerage commissions. The aggregate purchase price of the 271,762 Shares held in the LionEye Capital Management Accounts is approximately \$8,018,899, including brokerage commissions.

### **Item 5. INTEREST IN SECURITIES OF THE ISSUER.**

Items 5(a), (b) and (c) of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 7,048,977 Shares outstanding as of March 13, 2015, which is the total number of Shares outstanding as reported in the Issuer's definitive proxy statement filed with the Securities and Exchange Commission on March 23, 2015.

(i) LionEye Master Fund:

(a) As of the date hereof, LionEye Master Fund beneficially owned 572,602 Shares.

Percentage: Approximately 8.1%.

(b) 1. Sole power to vote or direct vote: 572,602

2. Shared power to vote or direct vote: 0

3. Sole power to dispose or direct the disposition: 572,602

4. Shared power to dispose or direct the disposition: 0

The transactions in the Shares by LionEye Master Fund  
(c) during the past sixty days are set forth in Schedule B and  
are incorporated herein by reference.

(ii) LionEye Onshore:

(a) As of the date hereof, LionEye Onshore beneficially owned 57,972 Shares.



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Percentage: Approximately 0.8%.

- (b) 1. Sole power to vote or direct vote: 57,972
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 57,972
- 4. Shared power to dispose or direct the disposition: 0

The transactions in the Shares by LionEye Onshore during

- (c) the past sixty days are set forth in Schedule B and are incorporated herein by reference.

(iii) LionEye Advisors:

LionEye Advisors, as the general partner of LionEye

- (a) Onshore, may be deemed the beneficial owner of the 57,972 Shares beneficially owned by LionEye Onshore. Percentage: Approximately 0.8%.

- (b) 1. Sole power to vote or direct vote: 57,972
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 57,972
- 4. Shared power to dispose or direct the disposition: 0

LionEye Advisors has not entered into any transactions in the Shares during the past sixty days. The transactions in

- (c) the Shares on behalf of LionEye Onshore during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

(iv) LionEye Capital Management:

As of the date hereof, 271,762 Shares were held in the LionEye Capital Management Accounts. LionEye Capital Management, as the investment manager of LionEye Master Fund, LionEye Onshore and the LionEye Capital

- (a) Management Accounts, may be deemed the beneficial owner of the (i) 572,602 Shares beneficially owned by LionEye Master Fund, (ii) 57,972 Shares beneficially owned by LionEye Onshore and (iii) 271,762 Shares held in the LionEye Capital Management Accounts.

Percentage: Approximately 12.8%.

- (b) 1. Sole power to vote or direct vote: 902,336
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 902,336
- 4. Shared power to dispose or direct the disposition: 0

The transactions in the Shares by LionEye Capital Management through the LionEye Capital Management (c) Accounts and on behalf of LionEye Master Fund and LionEye Onshore during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

(v) Messrs. Raneri and Rosen:

Each of Messrs. Raneri and Rosen, as a managing member of each of LionEye Capital Management and LionEye (a) Advisors, may be deemed the beneficial owner of the (i) 572,602 Shares beneficially owned by LionEye Master Fund, (ii) 57,972 Shares beneficially owned by LionEye Onshore and (iii) 271,762 Shares held in the LionEye Capital Management Accounts.  
Percentage: Approximately 12.8%.

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- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 902,336
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 902,336

None of Messrs. Raneri or Rosen has entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of LionEye Master Fund,

- (c) LionEye Onshore and through the LionEye Capital Management Accounts during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: May 5, 2015

**LionEye Master Fund Ltd**

By: /s/ Stephen Raneri  
Name: Stephen Raneri  
Title: Director

**LionEye Onshore Fund LP**

By: LionEye Advisors LLC, its General Partner

By: /s/ Stephen Raneri  
Name: Stephen Raneri  
Title: Managing Member

**LionEye Advisors LLC**

By: /s/ Stephen Raneri  
Name: Stephen Raneri  
Title: Managing Member

**LionEye Capital Management LLC**

By: /s/ Stephen Raneri  
Name: Stephen Raneri  
Title: Managing Member

/s/ Stephen Raneri  
Stephen Raneri

/s/ Arthur Rosen  
Arthur Rosen



**SCHEDULE B****Transactions in the Shares**

This Schedule sets forth information with respect to each purchase and sale of shares of Common Stock that were effectuated during the past sixty days. Unless otherwise indicated, all transactions were effectuated in the open market through a broker and all prices include brokerage commissions. The price reported in the column Price Per Share (\$) is a weighted average price if a price range is indicated in the column Price Range (\$). These Shares were purchased in multiple transactions at prices between the price ranges below. The Reporting Persons will undertake to provide to the staff of the SEC, upon request, full information regarding the number of Shares sold at each separate price.

<u>Nature of the Transaction</u>	<u>Securities</u>	<u>Price Per</u>	<u>Date of</u>	<u>Price Range (\$)</u>
	<u>Purchased/(Sold) Share (\$)</u>	<u>Purchase / Sale</u>		

**LIONEYE MASTER FUND LTD**

Purchase of Common Stock 28,800	27.53	3/31/2015	26.95-28.70
Purchase of Common Stock 5,048	28.76	4/10/2015	28.48-29.24
Purchase of Common Stock 40,928	28.92	5/1/2015	28.75-29
Purchase of Common Stock 4,391	28.39	5/4/2015	28.29-28.63

**LIONEYE ONSHORE FUND LP**

Purchase of Common Stock 1,325	28.76	4/10/2015	28.48-29.24
Purchase of Common Stock 776	28.92	5/1/2015	28.75-29
Purchase of Common Stock 216	28.39	5/4/2015	28.29-28.63

**LIONEYE CAPITAL MANAGEMENT LLC****(Through the LionEye Capital Management Accounts)**

Purchase of Common Stock 8,831	27.69	4/9/2015	27.33-28.15
Purchase of Common Stock 5,819	28.76	4/10/2015	28.48-29.24
Purchase of Common Stock 2,596	28.92	5/1/2015	28.75-29
Purchase of Common Stock 706	28.39	5/4/2015	28.29-28.63