FAMOUS DAVES OF AMERICA INC
Form 3
December 12, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â PW Partners Capital Management LLC

(Last) (First) (Middle)

141 W. JACKSON BLVD., SUITE 300

(Street)

CHICAGO,Â ILÂ 60604

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/07/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
See Footnote 1

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	671,685	I (1)	By PW Partners Atlas Fund LP (2)
Common Stock	31,801	I (1)	By PW Partners Master Fund LP (3)

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

SEC 1473 (7-02)

Persons who 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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PW Partners Capital Management LLC 141 W. JACKSON BLVD., SUITE 300 CHICAGO,Â ILÂ 60604	Â	Â	Â	See Footnote 1
PW Partners Atlas Fund LP 141 W. JACKSON BLVD., SUITE 300 CHICAGO,Â ILÂ 60604	Â	Â	Â	See Footnote 1
PW Partners Master Fund, L.P. 141 W. JACKSON BLVD., SUITE 300 CHICAGO,Â ILÂ 60604	Â	Â	Â	See Footnote 1
PW Partners Atlas Funds, LLC 141 W. JACKSON BLVD., SUITE 300 CHICAGO,Â ILÂ 60604	Â	Â	Â	See Footnote 1
PW Partners, LLC 141 W. JACKSON BLVD., SUITE 300 CHICAGO,Â ILÂ 60604	Â	Â	Â	See Footnote 1

Signatures

By: PW Partners Capital Management LLC, By: /s/ Patrick Walsh, Managing Member — 12/12/2013

**Signature of Reporting Person — Date

By: PW Partners Atlas Fund LP, By: PW Partners Atlas Funds, LLC, General Partner, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer — 12/12/2013

**Signature of Reporting Person — Date

By: PW Partners Master Fund LP, By: PW Partners, LLC, General Partner, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer — 12/12/2013

**Signature of Reporting Person — Date

By: PW Partners Atlas Funds, LLC, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer — 12/12/2013

**Signature of Reporting Person — Date

By: PW Partners, LLC, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer — 12/12/2013

**Signature of Reporting Person — Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 5(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)	This Form 3 is filed jointly by PW Partners Atlas Fund LP ("Atlas Fund"), PW Partners Master Fund LP ("Master Fund"), PW Partners Atlas Funds, LLC ("Atlas Fund GP"), PW Partners, LLC ("Master Fund GP") and PW Partners Capital Management LLC ("PW Capital Management") (collectively, the "Reporting Persons"). As of November 7, 2013, each of the Reporting Persons, together with Patrick Walsh, a director of the Issuer, may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein. The Reporting Persons became deemed 10% owners of the Issuer solely as a result of the Issuer reporting a reduction in the number of shares outstanding.
(2)	Represents shares of Common Stock owned directly by Atlas Fund. As the General Partner of Atlas Fund, Atlas Fund GP may be deemed to beneficially own the shares of Common Stock owned directly by Atlas Fund. As the Investment Manager of Atlas Fund, PW Capital Management may be deemed to beneficially own the shares of Common Stock owned directly by Atlas Fund. As the Managing Member of PW Capital Management and the Managing Member and Chief Executive Officer of Atlas Fund GP, Mr. Walsh may be deemed to beneficially own the shares of Common Stock owned directly by Atlas Fund.
(3)	Represents shares of Common Stock owned directly by Master Fund. As the General Partner of Master Fund, Master Fund GP may be deemed to beneficially own the shares of Common Stock owned directly by Master Fund. As the Investment Manager of Master Fund, PW Capital Management may be deemed to beneficially own the shares of Common Stock owned directly by Master Fund. As the Managing Member of PW Capital Management and the Managing Member and Chief Executive Officer of Master Fund GP, Mr. Walsh may be deemed to beneficially own the shares of Common Stock owned directly by Master Fund.

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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