

GOOD TIMES RESTAURANTS INC
Form SC 13G/A
November 29, 2016

=====

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

SCHEDULE 13G

(Amendment No. 3)

good times restaurants inc.

(Name of issuer)

COMMON STOCK, par value \$0.001 per share

(Title of class of securities)

382140879

(CUSIP number)

November 21, 2016

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on the following pages)

(1)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 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).

=====

Edgar Filing: GOOD TIMES RESTAURANTS INC - Form SC 13G/A

* SEE INSTRUCTIONS BEFORE FILLING OUT!

----- SCHEDULE 13G -----
CUSIP No. 382140879 Page 2 of 13 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Delta Partners LP

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES
BENEFICIALLY OWNED BY EACH
REPORTING PERSON WITH
None

6 SHARED VOTING POWER

2,248,436 common stock

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

2,248,436 common stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,248,436 common stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

18.3% common stock

12 TYPE OF REPORTING PERSON *

PN, IA

* SEE INSTRUCTIONS BEFORE FILLING OUT!

----- SCHEDULE 13G -----
CUSIP No. 382140879 Page 3 of 13 Pages

Edgar Filing: GOOD TIMES RESTAURANTS INC - Form SC 13G/A

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
None

6 SHARED VOTING POWER
2,248,436 common stock

7 SOLE DISPOSITIVE POWER
None

8 SHARED DISPOSITIVE POWER
2,248,436 common stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,248,436 common stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
18.3% common stock

12 TYPE OF REPORTING PERSON *
CO

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G
CUSIP No. 382140879 Page 5 of 13 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Prism Partners, L.P.

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

3 SEC USE ONLY

Edgar Filing: GOOD TIMES RESTAURANTS INC - Form SC 13G/A

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER 1,346,850 common stock

6 SHARED VOTING POWER None

7 SOLE DISPOSITIVE POWER 1,346,850 common stock

8 SHARED DISPOSITIVE POWER None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,346,850 common stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

|_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.0% common stock

12 TYPE OF REPORTING PERSON *

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 382140879

Page 6 of 13 Pages

1 NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Delta Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_| (b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

Edgar Filing: GOOD TIMES RESTAURANTS INC - Form SC 13G/A

SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

None

6 SHARED VOTING POWER

1,346,850 common stock

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

1,346,850 common stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,346,850 common stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

|_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.0% common stock

12 TYPE OF REPORTING PERSON *

CO

=====

* SEE INSTRUCTIONS BEFORE FILLING OUT!

----- SCHEDULE 13G -----

CUSIP No. 382140879 Page 7 of 13 Pages

1 NAME OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Prism Offshore Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_ |

(b) |X |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

901,586 common stock

6 SHARED VOTING POWER

None

Edgar Filing: GOOD TIMES RESTAURANTS INC - Form SC 13G/A

7 901,586 common stock

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

901,586 common stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.3% common stock

12 TYPE OF REPORTING PERSON *

CO
=====

* SEE INSTRUCTIONS BEFORE FILLING OUT!

STATEMENT ON SCHEDULE 13G

ITEM 1(a). NAME OF ISSUER:

good times restaurants inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

141 Union BLVD, Suite 400
Lakewood, CO 80228

ITEM 2(a). NAMES OF PERSON FILING:

Delta Partners LP, a Delaware Limited Partnership
Charles Jobson, United States Citizen
Delta Partners GP, LLC, a Delaware Limited Liability Company
Prism Partners, L.P., a Delaware Limited Partnerhip
Delta Advisors, LLC, a Delaware Limited Liability Company
Prism Offshore Fund, Ltd, a Cayman Islands Company

ITEM 2(b). BUSINESS MAILING ADDRESS FOR EACH PERSON FILING:

Each of the reporting persons & entities has a business address of:

One International Place, Suite 2401
Boston, MA 02110

ITEM 2(c). CITIZENSHIP:

Shown in item 2(a) above

Edgar Filing: GOOD TIMES RESTAURANTS INC - Form SC 13G/A

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.001 per share

ITEM 2(E). CUSIP NUMBER:

382140879

ITEM3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

(e) An investment advisor in accordance with 240.13d-1(b)(1)(ii)(E)

If this statement is filed pursuant to Rule 240,13d-1(c), check this box [x].

Page 8 of 13

ITEM 4. OWNERSHIP:

DELTA PARTNERS LP *

(a) Amount Beneficially Owned: 2,248,436 common stock

(b) Percent of Class: 18.3% common stock

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: None

(ii) shared power to vote or to direct the vote: 2,248,436 common stock

(iii) sole power to dispose or to direct the disposition of: None

(iv) shared power to dispose or to direct the disposition of: 2,248,436 common stock

Delta Partners GP, LLC *

(a) Amount Beneficially Owned: 2,248,436 common stock

(b) Percent of Class: 18.3% common stock

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: None

(ii) shared power to vote or to direct the vote: 2,248,436 common stock

(iii) sole power to dispose or to direct the disposition of: None

(iv) shared power to dispose or to direct the disposition of: 2,248,436 common stock

Prism Offshore Fund, Ltd *

(a) Amount Beneficially Owned: 901,586 common stock

(b) Percent of Class: 7.3% common stock

Edgar Filing: GOOD TIMES RESTAURANTS INC - Form SC 13G/A

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 901,586 common stock

- (ii) shared power to vote or to direct the vote: None

- (iii) sole power to dispose or to direct the disposition of: 901,586
common stock

- (iv) shared power to dispose or to direct the disposition of: None

Page 9 of 13

CHARLES JOBSON *

- (a) Amount Beneficially Owned: 2,248,436 common stock

- (b) Percent of Class: 18.3% common stock

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: None

 - (ii) shared power to vote or to direct the vote: 2,248,436 common stock

 - (iii) sole power to dispose or to direct the disposition of: None

 - (iv) shared power to dispose or to direct the disposition of: 2,248,436
common stock

PRISM PARTNERS, L.P. *

- (a) Amount Beneficially Owned: 1,346,850 common stock

- (b) Percent of Class: 11.0% common stock

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 1,346,850 common stock

 - (ii) shared power to vote or to direct the vote: None

 - (iii) sole power to dispose or to direct the disposition of: 1,346,850
common stock

 - (iv) shared power to dispose or to direct the disposition of: None

DELTA ADVISORS, LLC *

- (a) Amount Beneficially Owned: 1,346,850 common stock

- (b) Percent of Class: 11.0% common stock

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: None

 - (ii) shared power to vote or to direct the vote: 1,346,850 common stock

Edgar Filing: GOOD TIMES RESTAURANTS INC - Form SC 13G/A

(iii) sole power to dispose or to direct the disposition of: None

(iv) shared power to dispose or to direct the disposition of: 1,346,850
common stock

* Shares reported for Delta Partners, LP, Delta Partners GP, LLC and Charles Jobson include shares beneficially owned by Prism Partners L.P., and Prism Offshore Fund Limited. Shares reported by Delta Advisors, LLC include shares beneficially owned by Prism Partners, L.P.

Item 5. Ownership of Five Percent or Less of a Class:

Not Applicable

Page 10 of 13

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

Page 11 of 13

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Edgar Filing: GOOD TIMES RESTAURANTS INC - Form SC 13G/A

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: November 29, 2016

DELTA PARTNERS, LP
By: Delta Partners GP, LLC
its general partner
By: /s/ Charles Jobson

Charles Jobson, Managing Member

CHARLES JOBSON
By: Charles Jobson

DELTA PARTNERS GP, LLC
By: /s/ Charles Jobson

Charles Jobson, Managing Member

PRISM PARTNERS, L.P.
By: Delta Advisors, LLC
its general partner
By: /s/ Charles Jobson

Charles Jobson, Managing Member

DELTA ADVISORS, LLC
By: /s/ Charles Jobson

Charles Jobson, Managing Member

PRISM OFFSHORE FUND, LTD
By: Delta Partners, LP
its investment manager
/s/ Charles Jobson

Charles Jobson, Partner

Page 12 of 13

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of good times restaurants inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the

Edgar Filing: GOOD TIMES RESTAURANTS INC - Form SC 13G/A

agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 29th day of November 2016.

DELTA PARTNERS, LP
By: Delta Partners GP, LLC
its general partner
By: /s/ Charles Jobson

Charles Jobson, Managing Member

CHARLES JOBSON
By: Charles Jobson

DELTA PARTNERS GP, LLC
By: /s/ Charles Jobson

Charles Jobson, Managing Member

PRISM PARTNERS, L.P.
By: Delta Advisors, LLC
its general partner
By: /s/ Charles Jobson

Charles Jobson, Managing Member

DELTA ADVISORS, LLC
By: /s/ Charles Jobson

Charles Jobson, Managing Member

PRISM OFFSHORE FUND, LTD
By: Delta Partners, LP
its investment manager
/s/ Charles Jobson

Charles Jobson, Partner