

FAMOUS DAVES OF AMERICA INC

Form 3

February 25, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LionEye Capital Management LLC | | | (Month/Day/Year) | | FAMOUS DAVES OF AMERICA INC [DAVE] | |
| (Last) | (First) | (Middle) | 02/19/2015 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 152 WEST 57TH STREET,Â 10TH FLOOR | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10019 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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, par value \$0.01 per share | 802,900 | I | See footnotes <u>(1)</u> <u>(2)</u> |

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

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

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

Signatures

| | |
|---|------------|
| /s/ LionEye Capital Management LLC; By Stephen Raneri, Managing Member | 02/25/2015 |
| **Signature of Reporting Person | Date |
| /s/ LionEye Master Fund Ltd; By Stephen Raneri, Director | 02/25/2015 |
| **Signature of Reporting Person | Date |
| /s/ LionEye Onshore Fund LP; By LionEye Advisors LLC, its General Partner; By Stephen Raneri, its Managing Member | 02/25/2015 |
| **Signature of Reporting Person | Date |
| /s/ LionEye Advisors LLC; By Stephen Raneri, its Managing Member | 02/25/2015 |
| **Signature of Reporting Person | Date |

/s/ Stephen Raneri

02/25/2015

__Signature of Reporting Person

Date

/s/ Arthur Rosen

02/25/2015

__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).

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

- (1) 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.

The filing of this statement shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of the securities

- (2) 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.

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