

BJs RESTAURANTS INC  
Form 4  
January 19, 2016

**FORM 4**

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

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Walsh Patrick

(Last) (First) (Middle)

7755 CENTER AVENUE, SUITE  
300

(Street)

HUNTINGTON BEACH, CA 92647

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

BJs RESTAURANTS INC [BJRI]

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

01/15/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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)
Common Stock, no par value	01/15/2016		A	943 <sup>(1)</sup> A \$ 0	18,453	D	
Common Stock, no par value					3,000	I	By PW Partners Master Fund (QP) LP <sup>(2)</sup>
Common Stock, no par value					43,000	I	By Separately Managed Account <sup>(3)</sup>

# Edgar Filing: BJs RESTAURANTS INC - Form 4

Common Stock, no par value	14,085	I	By PW Partners Master Fund LP <sup>(4)</sup>
Common Stock, no par value	29,950	I	By PW Partners Atlas Fund LP <sup>(5)</sup>
Common Stock, no par value	37,550	I	By PW Partners Atlas Fund III LP <sup>(6)</sup>
Common Stock, no par value	1,230,509	I	By PW Partners Atlas Fund II LP <sup>(7)</sup>

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

**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.**

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. Amount or Number of Shares
Non Qualified Stock Options	\$ 42.41	01/15/2016		A	2,787 <sup>(8)</sup>	01/15/2017 01/15/2026	Common Stock	2,787

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Walsh Patrick  
7755 CENTER AVENUE  
SUITE 300  
HUNTINGTON BEACH, CA 92647

X

## Signatures

/s/Jake J. Guild, attorney-in-fact for Patrick D.  
Walsh

01/19/2016

\_\_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) These units represent a restricted stock award vesting in three equal annual installments beginning on January 15, 2017. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

Represents securities owned directly by PW Partners Master Fund (QP) LP ("Master Fund QP"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Partners Capital Management LLC ("PW Capital Management"), the Investment

- (2) Manager of Master Fund QP, and as the Managing Member and Chief Executive Officer of PW Partners, LLC ("PW Partners GP"), the General Partner of Master Fund QP, may be deemed to beneficially own the securities owned directly by Master Fund QP. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Represents securities held in an account (the "Separately Managed Account") separately managed by PW Capital Management. The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of the Separately Managed Account, may be deemed to beneficially own the securities held in the Separately Managed Account. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (3) Represents securities owned directly by PW Partners Master Fund LP ("Master Fund"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of Master Fund, and as the Managing Member and Chief Executive Officer of PW Partners GP, the General Partner of Master Fund, may be deemed to beneficially own the securities owned directly by Master Fund. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (4) Represents securities owned directly by PW Partners Atlas Fund LP ("Atlas Fund I"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of Atlas Fund I, and as the Managing Member and Chief Executive Officer of PW Partners Atlas Funds, LLC ("Atlas Fund GP"), the General Partner of Atlas Fund I, may be deemed to beneficially own the securities owned directly by Atlas Fund I. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (5) Represents securities owned directly by PW Partners Atlas Fund III LP ("Atlas Fund III"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of Atlas Fund III, and as the Managing Member and Chief Executive Officer of Atlas Fund GP, the General Partner of Atlas Fund III, may be deemed to beneficially own the securities owned directly by Atlas Fund III. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (6) Represents securities owned directly by PW Partners Atlas Fund II LP ("Atlas Fund II"). The Reporting Person, solely by virtue of his position as the Managing Member of PW Capital Management, the Investment Manager of Atlas Fund II, and as the Managing Member and Chief Executive Officer of Atlas Fund GP, the General Partner of Atlas Fund II, may be deemed to beneficially own the securities owned directly by Atlas Fund II. The Reporting Person expressly disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (7) The options vest 33 1/3% per year beginning on January 15, 2016.

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.