

DAVIDSON CHARLES E
Form 4
April 17, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEXFORD CAPITAL LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/16/2018

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

777 SOUTH FLAGLER DRIVE,
SUITE 602 EAST,

(Street)

4. 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

WEST PALM BEACH, FL 33401

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|-----------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock, par value \$0.01 | 04/16/2018 | | X(1) | (1) | 68,623 | A | \$ 3.5 | 1,685,556 | I | See footnotes (2) (3) |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WEXFORD CAPITAL LP
777 SOUTH FLAGLER DRIVE, SUITE 602 EAST
WEST PALM BEACH, FL 33401

DEBELLO INVESTORS LLC
C/O WEXFORD CAPITAL LP
777 SOUTH FLAGLER DRIVE, SUITE 602 EAST
WEST PALM BEACH, FL 33401

WEXFORD SPECTRUM INVESTORS LLC
C/O WEXFORD CAPITAL LP
777 SOUTH FLAGLER DRIVE, SUITE 602 EAST
WEST PALM BEACH, FL 33401

Wexford Focused Investors LLC
C/O WEXFORD CAPITAL LP
777 SOUTH FLAGLER DRIVE, SUITE 602 EAST
WEST PALM BEACH, FL 33401

Wexford GP LLC
C/O WEXFORD CAPITAL LP
777 SOUTH FLAGLER DRIVE, SUITE 602 EAST
WEST PALM BEACH, FL 44302

DAVIDSON CHARLES E
C/O WEXFORD CAPITAL LP
777 SOUTH FLAGLER DRIVE, SUITE 602 EAST
WEST PALM BEACH, FL 33401

JACOBS JOSEPH
C/O WEXFORD CAPITAL LP
777 SOUTH FLAGLER DRIVE, SUITE 602 EAST
WEST PALM BEACH, FL 33401

Signatures

| | |
|---|------------|
| Wexford Capital LP By: Wexford GP LLC, its general partner By: Arthur Amron, Vice President and Assistant Secretary | 04/17/2018 |
| __Signature of Reporting Person | Date |
| Debello Investors LLC By: Arthur Amron, Vice President and Assistant Secretary | 04/17/2018 |
| __Signature of Reporting Person | Date |
| Wexford Spectrum Investors LLC By: Arthur Amron, Vice President and Assistant Secretary | 04/17/2018 |
| __Signature of Reporting Person | Date |
| Wexford Focused Investors LLC By: Arthur Amron, Vice President and Assistant Secretary | 04/17/2018 |
| __Signature of Reporting Person | Date |
| Wexford GP LLC By: Arthur Amron, Vice President and Assistant Secretary | 04/17/2018 |
| __Signature of Reporting Person | Date |
| Charles E. Davidson | 04/17/2018 |
| __Signature of Reporting Person | Date |
| Joseph M. Jacobs | 04/17/2018 |
| __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) Represents Common Stock of the Issuer acquired in the aggregate by Debello Investors LLC ("DI"), Wexford Focused Investors LLC ("WFI"), and Wexford Spectrum Investors LLC ("WSI", and together with WFI and DI, the "Funds") in the Issuer's rights offering described in the Form 424B4 filed by the Issuer with the U.S. Securities and Exchange Commission on March 12, 2018.

(2) This form is jointly filed by the Funds, Wexford Capital LP ("Wexford"), Charles E. Davidson ("Davidson"), Joseph M. Jacobs ("Jacobs"), and Wexford GP LLC ("Wexford GP"). The common stock shown as beneficially owned by Davidson, Jacobs, Wexford GP and Wexford reflects common stock owned of record by the Funds. Wexford serves as manager of each of the Funds, and as such may be deemed to share beneficial ownership of the securities beneficially owned by the Funds. Wexford GP, as the general partner of Wexford, may be deemed to share beneficial ownership of the securities beneficially owned by the Funds. (Continued under Footnote (3) below)

(3) (Continued from Footnote (2) above) Davidson and Jacobs, as the controlling persons of Wexford GP, may be deemed to share beneficial ownership of any securities beneficially owned by the Funds for which Wexford serves as manager. Each of Wexford, Wexford GP, Davidson and Jacobs disclaims beneficial ownership of the securities reported herein, except to the extent of his or its actual pecuniary interest therein. The Reporting Persons may be deemed to be directors by deputization by virtue of Jacobs and Richard A. Shapiro, each an employee of Wexford, serving as directors of the Issuer.

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.