

FAMOUS DAVES OF AMERICA INC

Form 4

April 28, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pleasant Lake Partners LLC

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)
110 GREENE STREET, SUITE 604
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2014

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

NEW YORK, NY 10012

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

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/24/2014		P		26,451	A	\$ 24.3929	866,861	I	See Footnote (1)
Common Stock	04/25/2014		P		10,000	A	\$ 24.984	876,861	I	See Footnote (1)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor 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
Pleasant Lake Partners LLC 110 GREENE STREET SUITE 604 NEW YORK, NY 10012		X		
PLP MM LLC 110 GREENE STREET SUITE 604 NEW YORK, NY 10012		X		
Pleasant Lake Onshore GP LLC 110 GREENE STREET SUITE 604 NEW YORK, NY 10012		X		
Pleasant Lake Offshore Master Fund L.P. 110 GREENE STREET SUITE 604 NEW YORK, NY 10012		X		
Pleasant Lake Co-Invest I LLC 110 GREENE STREET SUITE 604 NEW YORK, NY 10012		X		
Lennon Jonathan C/O PLEASANT LAKE PARTNERS LLC 110 GREENE STREET, SUITE 604 NEW YORK, NY 10012		X		

Signatures

/s/ PLEASANT LAKE PARTNERS LLC, By: PLP MM LLC, its Managing Member, By: Jonathan Lennon as Manager	04/28/2014
__Signature of Reporting Person	Date
/s/ PLP MM LLC, By: Jonathan Lennon as Manager	04/28/2014
__Signature of Reporting Person	Date
/s/ PLEASANT LAKE ONSHORE GP LLC, By: Jonathan Lennon as Manager	04/28/2014
__Signature of Reporting Person	Date
/s/ PLEASANT LAKE OFFSHORE MASTER FUND L.P., By: Pleasant Lake Onshore GP LLC, its General Partner, By: Jonathan Lennon as Manager	04/28/2014
__Signature of Reporting Person	Date
/s/ PLEASANT LAKE CO-INVEST I LLC, By: Pleasant Lake Onshore GP LLC, its Managing Member, By: Jonathan Lennon as Manager	04/28/2014
__Signature of Reporting Person	Date
/s/ JONATHAN LENNON	04/28/2014
__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) Shares reported herein represent (i) 442,055 shares and 452,055 shares held for the account of Pleasant Lake Offshore Master Fund L.P. (the "Master Fund") as of April 24, 2014 and April 25, 2014, respectively, and (ii) 374,806 shares held for the account of Pleasant Lake Co-Invest I LLC ("Co-Invest I") as of both such dates. Pleasant Lake Partners LLC ("PLP") serves as the investment manager of the Master Fund and as manager of Co-Invest I. Pleasant Lake Onshore GP LLC ("GP LLC") serves as General Partner of the Master Fund and as Managing Member of Co-Invest I. PLP MM LLC is the managing member of PLP. Jonathan Lennon serves as manager of PLP MM LLC and GP LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a)

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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