

FAMOUS DAVES OF AMERICA INC

Form 4

March 13, 2015

**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 \*  
RENSI EDWARD H

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)  
C/O FAMOUS DAVE'S OF  
AMERICA, INC., 12701  
WHITEWATER DRIVE, SUITE  
200

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/12/2015

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

(Street)  
MINNETONKA, MN 55343

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ 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)
Common Stock	03/12/2015		P	1,660	A	\$ 30.0942 (1)	1,660 D
Common Stock	03/13/2015		P	790	A	\$ 30.8516 (2)	2,450 D

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)

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 Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 19.81					<u>(3)</u>	01/10/2024	Common Stock	20,000	
Stock Option (right to buy)	\$ 19.95					<u>(4)</u>	02/10/2019	Common Stock	25,000	
Stock Option (right to buy)	<u>(5)</u>					<u>(6)</u>	01/15/2020	Common Stock	75,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RENSI EDWARD H C/O FAMOUS DAVE'S OF AMERICA, INC. 12701 WHITEWATER DRIVE, SUITE 200 MINNETONKA, MN 55343	X		Chief Executive Officer	

## Signatures

/s/ Edward H.  
Rensi

03/13/2015

Date

\_\_Signature of  
Reporting Person

## 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) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$29.865 to \$30.59, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
  - (2) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$30.64 to \$30.98, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
  - (3) Option vests in five equal installments of 4,000 shares each on 1/10/2015, 1/10/2016, 1/10/2017, 1/10/2018 and 1/10/2019.
  - (4) Option vests in two equal installments of 12,500 shares each on 2/10/2014 and 2/10/2015.
  - (5) The option exercise prices are as follows: 25,000 shares at \$28.75; 25,000 shares at \$30.00; and 25,000 shares at \$35.00.
  - (6) Option vests in three equal installments of 25,000 shares each on 1/15/2016, 1/15/2017 and 1/15/2018.

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.