

Kanen David
Form 5
February 14, 2019

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
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1. Name and Address of Reporting Person *
Kanen David

(Last) (First) (Middle)

6429 NW 65TH WAY

(Street)

PARKLAND, FL 33067

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

____ Form Filed by One Reporting Person
__X__ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/20/2018	Â	P4	725	A \$ 5.0956	1,240,641 I	Kanen Wealth Management LLC <u>(1)</u> <u>(2)</u>
Common Stock	11/20/2018	Â	P4	975	A \$ 5.0956	1,241,616 I	Kanen Wealth Management LLC <u>(1)</u> <u>(2)</u>

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Common Stock	11/20/2018	Â	J4 ⁽³⁾	1,000	D	\$ 5.11 ⁽³⁾	1,240,616	I	Kanen Wealth Management LLC ⁽¹⁾ ⁽²⁾
Common Stock	11/20/2018	Â	J4 ⁽⁴⁾	11,581	D	\$ ⁽⁴⁾	1,229,035	I	Kanen Wealth Management LLC ⁽¹⁾ ⁽²⁾
Common Stock	11/29/2018	Â	P4	3,368	A	\$ 5.0597	1,232,403	I	Kanen Wealth Management LLC ⁽¹⁾ ⁽²⁾
Common Stock	11/29/2018	Â	P4	1,332	A	\$ 5.0597	1,233,735	I	Kanen Wealth Management LLC ⁽¹⁾ ⁽²⁾
Common Stock	12/03/2018	Â	P4	13,157	A	\$ 5.09	1,246,892	I	Kanen Wealth Management LLC ⁽¹⁾ ⁽²⁾
Common Stock	12/03/2018	Â	P4	2,640	A	\$ 5.0956	1,249,532	I	Kanen Wealth Management LLC ⁽¹⁾ ⁽²⁾
Common Stock	12/03/2018	Â	P4	1,903	A	\$ 5.09	57,408	D ⁽⁵⁾	Â
Common Stock	Â	Â	Â	Â	Â	Â	283,083	I	The Philotimo Fund LLC ⁽⁵⁾

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

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(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 of Derivative Security (Instr. 5)	9. of Derivative Securities (Instr. 5)	9. of Derivative Securities (Instr. 5)
					(A) (D)		Title			

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kanen David 6429 NW 65TH WAY PARKLAND, FL 33067	Â	Â X	Â	Â
Kanen Wealth Management LLC 10141 SWEET BAY COURT PARKLAND, FL 33076	Â	Â X	Â	Â
Philotimo Fund, LP 5850 CORAL RIDGE DRIVE, SUITE 309 CORAL SPRINGS, FL 33076	Â	Â X	Â	Â

Signatures

/s/ David L. Kanen	02/14/2019
__Signature of Reporting Person	Date
/s/ Kanen Wealth Management LLC By: David L. Kanen, Managing Member	02/14/2019
__Signature of Reporting Person	Date
/s/ The Philotimo Fund By: David L. Kanen	02/14/2019
__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) Kanen Wealth Management LLC ("KWM") does not have a pecuniary interest in the shares of Common Stock held in customer accounts managed by KWM. The number reflected above excludes 57,408 shares held in Mr. Kanen's account as described in footnote 5 below.
 - (2) Neither KWM, The Philotimo Fund, LP nor Mr. Kanen has any pecuniary interest in the purchase of these shares.
 - (3) Represents a sale of shares on behalf of one of the managed accounts. Neither KWM, The Philotimo Fund, LP nor Mr. Kanen has any pecuniary interest in these shares.
 - (4) Represents a distribution of shares to a client account. Neither KWM, The Philotimo Fund, LP nor Mr. Kanen has any pecuniary interest in these shares.
- Mr. Kanen beneficially owns, pursuant to the beneficial ownership rules of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), 1,590,023 shares of Common Stock, which represent approximately 17.5% of the Issuer's outstanding shares of Common Stock. Pursuant to such beneficial ownership rules, Mr. Kanen, as the managing member of KWM, may be deemed to beneficially own the 1,306,940 shares of Common Stock held in customer accounts managed by KWM (including the 57,408 shares held in Mr. Kanen's account) and the 283,083 shares of Common Stock held by The Philotimo Fund LLC, of which KWM is the general partner. Mr. Kanen expressly disclaims such beneficial ownership except to the extent of his pecuniary interest therein. Mr. Kanen does not have a pecuniary interest under Section 16 of the Exchange Act in the shares of Common Stock held in customer accounts managed by KWM other than the 57,408 shares held in Mr. Kanen's account.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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