

FAMOUS DAVES OF AMERICA INC  
Form POS AM  
May 08, 2015

As filed with the Securities and Exchange Commission on May 8, 2015

**Registration No. 333-95311**

**Registration No. 333-48492**

**Registration No. 333-54562**

**Registration No. 333-65428**

**Registration No. 333-73504**

**Registration No. 333-86358**

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-3 REGISTRATION STATEMENT NO. 333-95311  
FORM S-3 REGISTRATION STATEMENT NO. 333-48492  
FORM S-3 REGISTRATION STATEMENT NO. 333-54562  
FORM S-3 REGISTRATION STATEMENT NO. 333-65428  
FORM S-3 REGISTRATION STATEMENT NO. 333-73504  
FORM S-3 REGISTRATION STATEMENT NO. 333-86358**

***UNDER  
THE SECURITIES ACT OF 1933***

**FAMOUS DAVE S of AMERICA, INC.**

**(Exact name of registrant as specified in its charter)**

|  |  |
|--|--|
| <b>Minnesota</b><br><b>(State or other jurisdiction of</b> | <b>41-1782300</b><br><b>(I.R.S. Employer</b> |
| <b>incorporation or organization)</b>                      | <b>Identification No.)</b>                   |

**12701 Whitewater Drive, Suite 200**

**Minnetonka, MN 55343**

**(Address of principal executive offices) (Zip code)**

**Registrant s telephone number, including area code (952) 294-1300**

**Edward H. Rensi**

**Chief Executive Officer and Director**

**Famous Dave s of America, Inc.**

**12701 Whitewater Drive, Suite 200**

**Minnetonka, MN 55343**

**(Name and address of agent for service)**

**(952) 294-1300**

**(Telephone number, including area code, of agent for service)**

***Copies to:***

**William M. Mower**

**Maslon LLP**

**3300 Wells Fargo Center, 90 South 7th Street**

**Minneapolis, MN 55402**

**Telephone: (612) 672-8200**

**Facsimile: (612) 672-8397**

Approximate date of commencement of proposed sale to the public: from time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the SEC pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

|                         |                          |                           |                                     |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/>            |

**EXPLANATORY NOTE / DEREGISTRATION OF SECURITIES**

These Post-Effective Amendments, filed by Famous Dave's of America, Inc. (the Company), relate to the following Registration Statements filed by the Company on Form S-3 (collectively, the Registration Statements):

Registration Statement No. 333-95311, originally filed with the U.S. Securities and Exchange Commission (the SEC) on January 25, 2000, as amended on March 17, 2000, pertaining to the registration of 421,610 shares of the common stock of the Company (Common Stock) issuable upon the exercise of warrants;

Registration Statement No. 333-48492, originally filed with the SEC on October 24, 2000, pertaining to the registration of 195,000 shares of Common Stock;

Registration Statement No. 333-54562, originally filed with the SEC on January 29, 2001, pertaining to the registration of 36,200 shares of Common Stock;

Registration Statement No. 333-65428, originally filed with the SEC on July 19, 2001, pertaining to the registration of 329,200 shares of Common Stock;

Registration Statement No. 333-73504, originally filed with the SEC on November 16, 2001, pertaining to the registration of 1,000,000 shares of Common Stock; and

Registration Statement No. 333-86358, originally filed with the SEC on April 16, 2002, pertaining to the registration of 26,000 shares of Common Stock.

The Company has terminated all offerings of its securities pursuant to the Registration Statements. In accordance with the undertaking made by the Company pursuant to Item 512(a)(3) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the Securities Act), to remove from registration, by means of a post-effective amendment, any securities which remain unsold at the termination of the offering subject to the Registration Statements, and pursuant to Rule 478 of the Securities Act, the Company hereby removes from registration all securities under the Registration Statements that remain unsold as of the date hereof and terminates the effectiveness of the Registration Statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Minnetonka, in the State of Minnesota, on May 8, 2015.

**FAMOUS DAVES OF AMERICA, INC.**

By: /s/ Edward H. Rensi  
Edward H. Rensi  
Chief Executive Officer and Director  
(Principal Executive Officer)

By: /s/ Richard A. Pawlowski  
Richard A. Pawlowski  
Chief Financial Officer (Principal  
Financial Officer)

By: /s/ John P. Beckman  
John P. Beckman  
Chief Accounting Officer (Principal  
Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, these Post-Effective Amendments to the Registration Statements have been signed on May 8, 2015 by the following persons on behalf of the registrant, in the capacities indicated.

| <b>Signature</b>                               | <b>Title</b>                         |
|--|--------------------------------------|
| /s/ Edward H. Rensi<br>Edward H. Rensi         | Chief Executive Officer and Director |
| /s/ Brett D. Heffes<br>Brett D. Heffes         | Director                             |
| /s/ Jonathan P. Lennon<br>Jonathan P. Lennon   | Director                             |
| /s/ David J. Mastrocola<br>David J. Mastrocola | Director                             |
| /s/ Patrick D. Walsh<br>Patrick D. Walsh       | Director                             |
| /s/ Adam J. Wright<br>Adam J. Wright           | Director                             |