

Kanen David
 Form 5
 February 14, 2019

FORM 5

**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).
 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

1. Name and Address of Reporting Person *
 Kanen David

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

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

6429 NW 65TH WAY

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PARKLAND, FL 33067

(City) (State) (Zip)

___ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 11/20/2018 | Â | P4 | 725 A | \$ 5.0956 | 1,240,641 I | Kanen Wealth Management LLC (1) (2) |
| Common Stock | 11/20/2018 | Â | P4 | 975 A | \$ 5.0956 | 1,241,616 I | Kanen Wealth Management LLC (1) (2) |

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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 D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | | Title | | |

| | | |
|---------------------|--------------------|--|
| Date Exercisable | Expiration Date | Amount or Number of Shares |
|---------------------|--------------------|--|

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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