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

SCHEDULE 14D-9
(Rule 14d-101)

**Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934
Amendment No. 2**

BBQ HOLDINGS, INC.
(Name of Subject Company)

BBQ HOLDINGS, INC.
(Names of Persons Filing Statement)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

05551A109
(CUSIP Number of Class of Securities)

Jeffery Crivello
Chief Executive Officer
BBQ HOLDINGS, INC.
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Minnetonka, Minnesota 55343
(952) 294-1300

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)

With copies to:

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 2 (“*Amendment No. 2*”) amends and supplements Item 8 in the Solicitation/Recommendation Statement on Schedule 14D-9 filed by BBQ Holdings, Inc. (the “*Company*”) with the Securities and Exchange Commission on August 24, 2022 (as amended, modified, and supplemented from time to time, and including the documents annexed thereto or incorporated therein the “*Schedule 14D-9*”). The Schedule 14D-9 relates to the tender offer by Grill Merger Sub, Inc., a Minnesota corporation and wholly owned subsidiary of MTY Franchising USA, Inc., a Tennessee corporation, to purchase all of the issued and outstanding shares of the Company’s common stock, par value \$0.01 per share (“*Shares*”), at a purchase price equal to \$17.25 per Share, net to the seller in cash, without interest and less any applicable taxes required to be withheld, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 24, 2022, and in the related Letter of Transmittal, in each case, as may be amended, modified, or supplemented from time to time.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to items in this Amendment No. 2. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9.

Item 8. Additional Information.

Item 8 of the Schedule 14D-9 is hereby amended and supplemented by adding the following as the second, third, fourth, fifth, and sixth paragraphs under the heading “*Litigation Related to the Transactions*.”:

“On August 31, 2022, Richard Lawrence, a purported shareholder, filed a lawsuit alleging violations of Sections 14(d), 14(e), and 20(a) of the Exchange Act, and U.S. Securities and Exchange Commission Rule 14d-9 (“*Rule 14d-9*”), in connection with the proposed Offer and related transactions in the United States District Court in the Southern District of New York. The complaint is captioned *Lawrence v. BBQ Holdings, Inc., et al., case number 1:22-cv-7468*. The complaint alleges, among other things, that the Company and the Board violated provisions of the Exchange Act and Rule 14d-9 by causing a materially incomplete and misleading Solicitation/Recommendation Statement on Schedule 14D-9 (“*Solicitation Statement*”) to be filed with the U.S. Securities and Exchange Commission. As relief, the complaint seeks, among other things, (i) to enjoin the Company and the Board from consummating the proposed transaction unless and until the material information requested in the complaint is disclosed, (ii) in the event the proposed transaction is consummated, to rescind and set it aside, or grant of rescissory damages, (iii) requiring the individual defendants to file a Solicitation Statement that does not contain any untrue statements of material fact, (iv) awarding of costs and expenses related to the action, and (v) other and further relief. The defendants believe that the complaint lacks merit.

On August 31, 2022, William Johnson, a purported shareholder, filed a lawsuit alleging violations of Sections 14(d), 14(e), and 20(a) of the Exchange Act, and Rule 14d-9, in connection with the proposed Offer and related transactions in the United States District Court in the Southern District of New York. The complaint is captioned *Johnson v. BBQ Holdings, Inc., et al., case number 1:22-cv-7450*. The complaint alleges, among other things, that the Company and the Board violated provisions of the Exchange Act and Rule 14d-9 by causing a materially incomplete and misleading Solicitation Statement to be filed with the U.S. Securities and Exchange Commission. As relief, the complaint seeks, among other things, (i) to enjoin the Company and the Board from consummating the proposed transaction unless and until the material information requested in the complaint is disclosed, (ii) in the event the proposed transaction is consummated, to rescind and set it aside, or grant of rescissory damages, (iii) to require the individual defendants to file a Solicitation Statement that does not contain any untrue statements of material fact, (iv) an award of costs and expenses related to the action, and (v) other and further relief. The defendants believe that the complaint lacks merit.

On September 1, 2022, Denise Redfield, a purported shareholder, filed a lawsuit alleging violations of Sections 14(d), 14(e), and 20(a) of the Exchange Act, and Rule 14d-9, in connection with the proposed Offer and related transactions in the United States District Court in the Southern District of New York. The complaint is captioned *Redfield v. BBQ Holdings, Inc., et al., case number 1:22-cv-7499*. The complaint alleges, among other things, that the Company and the Board violated provisions of the Exchange Act and Rule 14d-9 by provision of a false and misleading Solicitation Statement. As relief, the complaint seeks, among other things, (i) to enjoin the Company and the Board from consummating the proposed transaction, (ii) in the event the proposed transaction is consummated, to rescind and set it aside, or grant of rescissory damages, (iii) to require the individual defendants to file a Solicitation Statement that does not contain any untrue statements of material fact and states all material facts required or necessary to make the statements contained therein not misleading, (iv) declaration that the defendants violated Sections 14(e), 14(d) and 20(a) of the Exchange Act, and Rule 14a-9, (v) an award of costs and expenses related to the action, and (vi) other and further relief. The defendants believe that the complaint lacks merit.

On September 1, 2022, Marc Waterman, a purported shareholder, filed a lawsuit alleging violations of Sections 14(e), 14(d), and 20(a) of the Exchange Act, and Rule 14d-9, in connection with the proposed Offer and related transactions in the United States District Court in the Southern District of New York. The complaint is captioned *Waterman v. BBQ Holdings, Inc., et al., case number 1:22-cv-7506*. The complaint alleges, among other things, that the Company and the Board violated provisions of the Exchange Act and Rule 14d-9 by provision of a false and misleading Solicitation Statement. As relief, the complaint seeks, among other things, (i) to enjoin the Company and the Board from taking any steps to consummate the proposed transaction, (ii) in the event the proposed transaction is consummated, to rescind and set it aside, or grant of rescissory damages, (iii) to require the individual defendants to file a Solicitation Statement that does not contain any untrue statements of material fact and states all material facts required or necessary to make the statements contained therein not misleading, (iv) declaration that the defendants violated Sections 14(e), 14(d) and 20(a) of the Exchange Act, and Rule 14a-9, (v) an award of costs and expenses related to the action, and (vi) other and further relief. The defendants believe that the complaint lacks merit.

On September 2, 2022, Christopher Taylor, a purported shareholder, filed a lawsuit alleging violations of Sections 14(d), 14(e), and 20(a) of the Exchange Act, and Rule 14d-9, in connection with the proposed Offer and related transactions in the United States District Court in the Southern District of New York. The complaint is captioned *Taylor v. BBQ Holdings, Inc., et al., case number 1:22-cv-7546*. The complaint alleges, among other things, that the Company and the Board violated provisions of the Exchange Act and Rule 14d-9 by causing a materially incomplete and misleading Solicitation Statement to be filed with the U.S. Securities and Exchange Commission. As relief, the complaint seeks, among other things, (i) to enjoin the Company and the Board from filing an amendment to the Solicitation Statement unless certain information, as requested in the complaint, is included in such amendment, (ii) to enjoin the Company and the Board from consummating the proposed transaction unless and until certain material information, as requested in the complaint, is disclosed, (iii) in the event the proposed transaction is consummated, to rescind it, or award rescissory damages, (iv) to direct the defendants to account for damages suffered by the plaintiff as a result of their alleged wrongdoing, (v) an award of costs and expenses related to the action, and (vi) other and further relief. The defendants believe that the complaint lacks merit.”

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Dated: September 6, 2022

BBQ HOLDINGS, INC.

By: /s/ Jeffery Crivello

Jeffery Crivello

Its: Chief Executive Officer