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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): September 6, 2019

FAMOUS DAVE'S OF AMERICA, INC.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction
of incorporation)

0-21625
(Commission
File Number)

41-1782300
(IRS Employer
Identification No.)

(Address of principal executive offices) (Zip Code)

12701 Whitewater Drive, Suite 290, Minnetonka, MN 55343

(952) 294-1300

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	DAVE	The Nasdaq Global Market

Indicated by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

Adoption of Plan of Merger and Holding Company Reorganization

On September 6, 2019, The Board of Directors (“Board”) of Famous Dave’s of America, Inc., a Minnesota corporation (“DAVE”), approved a Plan of Merger (“Plan of Merger”) and holding company reorganization (the “Holding Company Reorganization”) in accordance with Section 302A.626 of the Minnesota Business Corporation Act (the “MBCA”) whereby it will become a wholly owned subsidiary of a new public holding company, BBQ Holdings, Inc., a Minnesota corporation (“BBQ”). The effective date for the Holding Company Reorganization will be September 17, 2019.

The new holding company will be structured by and among DAVE, BBQ and BBQ Merger Sub Inc., a Minnesota corporation (“Merger Sub”) and indirect subsidiary of DAVE and direct subsidiary of BBQ. The Plan of Merger will provide for the merger (the “Merger”) of DAVE with Merger Sub, with DAVE as the surviving corporation. Pursuant to Section 302A.626 (subd. 2) of the MBCA shareholder approval will not be required for the Merger. As a result of the Merger, DAVE will be a wholly owned subsidiary of BBQ. The description of the Plan of Merger is qualified in its entirety by reference to the full text of the Plan of Merger, a copy of which is filed as Exhibit 2.1 hereto and incorporated herein by reference.

Upon the consummation of the Merger, each issued and outstanding common share of DAVE will be converted into one common share of BBQ, par value \$0.01 per share. In connection with the Merger, each person that held rights to purchase, or other rights to or interests in, common shares of DAVE under any stock option, stock purchase or compensation plan or arrangement of DAVE immediately prior to the Merger holds a corresponding number of rights to purchase, and other rights to or interests in, common shares of BBQ, par value \$0.01 per share, immediately following the Merger. The conversion of the common shares as a result of the Merger will occur without an exchange of certificates.

The Merger will not be subject to approval by the stockholders of the Company or to any financing condition. The reorganization allows for flexibility and future growth of the brand.

The statements in this Current Report on Form 8-K include statements regarding the intent, belief or current expectations of the Company and members of its management team, as well as the assumptions on which such statements are based, and generally are identified by the use of words such as “may,” “will,” “seeks,” “strives,” “anticipates,” “believes,” “estimates,” “expects,” “plans,” “intends,” “should” or similar expressions. Actual results may differ materially from those contemplated by such forward-looking statements, including as a result of those factors set forth in the Risk Factors section of the Company’s most recent Annual Report on Form 10-K. Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time, unless required by law.

Item 8.01. Other Events.

On September 6, 2019, Famous Dave’s of America, Inc. issued a press release announcing the approval of the Holding Company Reorganization. A copy of this press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
2.1	Plan of Merger, dated September 6, 2019, among Famous Dave’s of America, Inc., BBQ Holdings, Inc., and BBQ Merger Sub, Inc.
99.1	Press Release, dated September 6, 2019

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FAMOUS DAVE'S OF AMERICA, INC.

Date: September 6, 2019

By: /s/ Paul M. Malazita _____
Name: Paul M. Malazita
Title: Chief Financial Officer and Secretary

PLAN OF MERGER

This PLAN OF MERGER, dated as of September 6, 2019 (the "Plan"), is entered into by and among Famous Dave's of America, Inc., a Minnesota corporation ("Famous Dave's" and after the Effective Time, the "Surviving Corporation"), BBQ Holdings, Inc., a Minnesota corporation and the direct subsidiary of Famous Dave's ("Holding Company"), and BBQ Merger Sub, Inc., a Minnesota corporation and indirect subsidiary of Famous Dave's and direct subsidiary of Holding Company ("Merger Sub") (each a "Party" and together, the "Parties").

WHEREAS, the authorized capital stock of Famous Dave's consists of 100,000,000 Common Shares of the par value of \$0.01 per share ("Famous Dave's Common Shares"), of which 9,273,905 shares were issued and outstanding as of September 6, 2019;

WHEREAS, Holding Company is and, at all times since its organization, has been a direct, wholly-owned subsidiary of Famous Dave's with authorized capital stock consisting of 100,000,000 Common Shares of the par value of \$0.01 per share ("Holding Company Common Shares") of which 1,000 shares are currently issued and outstanding;

WHEREAS, the designations, rights and preferences, and the qualifications, limitations and restrictions thereof, of the Holding Company Shares are the same as those of the Famous Dave's Common Shares;

WHEREAS, the Articles of Incorporation and the Bylaws of Holding Company immediately after the Effective Time (as hereinafter defined) will contain provisions identical to the Articles of Incorporation and Bylaws of Famous Dave's immediately before the Effective Time (other than, as allowed by Section 302A.626, subd. 7) of the Minnesota Business Corporation Act, as amended (the "MBCA");

WHEREAS, Merger Sub is a wholly-owned subsidiary of Holding Company with authorized capital stock consisting of 100,000,000 Common Shares of the par value of \$0.01 per share ("Merger Sub Common Shares"), of which 1,000 shares are currently issued and outstanding; and

WHEREAS, the Board of Directors of each of Famous Dave's, Holding Company, and Merger Sub have determined that it is desirable and in the best interests of Famous Dave's, Holding Company, and Merger Sub, respectively, that Famous Dave's and Merger Sub should merge, Famous Dave's shall be the surviving corporation, and Holding Company shall be a "holding company" of Famous Dave's, as such term is defined in Section 302A.626, subd. 1(b) of the MBCA.

Terms

NOW, THEREFORE, the Parties hereby prescribe the terms and conditions of the merger and the mode of carrying the same into effect as follows:

1. Merger of Famous Dave's with Merger Sub. At the Effective Time, Famous Dave's shall merge with Merger Sub (the "Merger") in accordance with Section 302A.626, subd. 3 of the MBCA, and the separate existence of Merger Sub shall cease and Famous Dave's shall be a direct, wholly-owned subsidiary of Holding Company. Famous Dave's shall be the surviving corporation and assume all of the rights, privileges, assets and liabilities of Merger Sub. Merger Sub and Famous Dave's are the only constitute corporations to the Merger.

2. Name of Surviving Corporation. The name of the surviving corporation shall be “Famous Dave’s of America, Inc.”

3. Effect of the Merger. The effect of the Merger shall be as provided in Section 302A.626 of the MBCA. As a result of the Merger, by operation of law and without further act or deed, at the Effective Time, all property, rights, interests and other assets of Merger Sub shall be transferred to and vested in the Surviving Corporation, and the Surviving Corporation shall assume all of the liabilities and obligations of Merger Sub.

4. Effect on Capital Stock. At the Effective Time:

(a) Each then issued outstanding Holding Company Common Share held by Famous Dave’s will, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without conversion or issuance of any shares of stock of the Surviving Corporation with respect thereto.

(b) Each then issued and outstanding Famous Dave’s Common Share will, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one Holding Company Common Share, which shall have the same designations, rights, powers and preferences and the same qualifications, limitations and restrictions as one Famous Dave’s Common Share immediately prior to the Effective Time.

(c) Each then issued and outstanding Merger Sub Common Share will, by virtue of the Merger and without any action on the part of the holder thereof, be converted into a common share of the Surviving Corporation.

5. Certificates. At the Effective Time, each outstanding certificate that, immediately prior to the Effective Time, evidenced Famous Dave’s Common Shares shall be deemed and treated for all corporate purposes to evidence the ownership of the number of Holding Company Common Shares into which such Famous Dave’s Common Shares were converted pursuant to Section 4(b) of this Plan.

6. Articles of Incorporation, Bylaws, Officers and Directors. Subject to Section 7 below, the Articles of Incorporation and Bylaws of Famous Dave’s, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation. The officers and directors of Famous Dave’s immediately prior to the Effective Time shall be the officers and directors of Holding Company as of the Effective Time. The officers and directors of Merger Sub immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation as of the Effective Time.

7. Amendment to Articles of Incorporation. Automatically, as a result of filing the Articles of Merger and this Plan in accordance with the MBCA, the Articles of Incorporation of the Surviving Corporation shall be amended as of the Effective Time to add a new Article 7 to read in its entirety as follows:

ARTICLE 7

Any action or transaction by or involving the corporation, other than the election or removal of directors of the corporation, that requires for its adoption under the Minnesota Business Corporation Act or these Articles of Incorporation, the approval of the shareholders of the corporation shall, pursuant to Section 302A.626, subd. 3(8)(i) of the Minnesota Business Corporation Act, require, in addition to the approval of the shareholders of the corporation, the approval of the shareholders of [Holding Company], a Minnesota corporation (or any successor by merger), so long as such corporation or its successor is the ultimate parent, directly or indirectly, of the corporation, by the same vote that is required by the Minnesota Business Corporation Act and/or by these Articles of Incorporation. For the purposes of this Article 7, the term "parent" shall mean a corporation that owns, directly or indirectly, any outstanding capital stock of the corporation entitled to vote in the election of directors of the corporation.

8. Assumption of Certain Agreements and Plans Relating to Securities of Famous Dave's. Holding Company and Famous Dave's hereby agree that, immediately prior to the Effective Time, Holding Company will assume the following plans and agreements relating to securities of Famous Dave's and all of the rights, duties, and obligations under such plans and agreements from and after the Effective Time:

- (a) Amended and Restated 2005 Stock Incentive Plan (as amended); and
- (b) Famous Dave's of America, Inc. 2015 Equity Incentive Plan (as amended).

9. Plan of Reorganization. This Plan shall constitute a plan of reorganization of Famous Dave's and Merger Sub.

10. Tax Treatment. The Merger shall constitute a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

11. Filing and Effective Time. If this Plan has not been terminated pursuant to Section 12 hereof, after this Plan has been duly approved in the manner required by law, appropriate Articles of Merger and this Plan shall be filed by Famous Dave's and Merger Sub pursuant to and in accordance with the MBCA. The Merger shall be effective (the "Effective Time") at 12:00 a.m. Central Time on September 17, 2019.

12. Termination. This Plan may be terminated and the Merger abandoned by the Board of Directors of Famous Dave's at any time prior to the Effective Time.

13. Adoption and Approval. This Plan was adopted and approved by the Board of Directors of Famous Dave's, Holding Company, and Merger Sub on September 6, 2019. Pursuant to Section 302A.626, subd. 2 of the MBCA, the Plan was not approved by the shareholders of Famous Dave's, Holding Company, or Merger Sub.



Famous Dave's of America, Inc. Reports Approval of Holding Company Reorganization

MINNEAPOLIS, September 6, 2019 – The Board of Directors of Famous Dave's of America, Inc. (NASDAQ: DAVE), approved a holding company reorganization whereby Famous Dave's of America, Inc. will become a wholly owned subsidiary of a new public holding company, BBQ Holdings, Inc., a Minnesota corporation (NASDAQ: BBQ). Upon consummation of the reorganization, each issued and outstanding common share of DAVE will be converted into one common share of BBQ, par value \$0.01 per share. The reorganization is not subject to approval by the stockholders of Famous Dave's of America, Inc., and will not involve any financing condition. This reorganization allows for flexibility in the growth the company. The effective date for the holding company reorganization will be September 17, 2019.
