

FAMOUS DAVES OF AMERICA INC  
Form 8-K  
July 29, 2014

**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): July 28, 2014**

**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.)**

**12701 Whitewater Drive, Suite 200, Minnetonka, MN**  
**(Address of principal executive offices)**

**55343**  
**(Zip Code)**

**(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Election of Director*

On July 28, 2014, the Board of Directors (the Board ) of Famous Dave s of America, Inc. (the Company ) elected David John Mastrocola to serve as a director of the Company, and appointed Mr. Mastrocola to serve as non-executive Chairman of the Board. Also on July 28, 2014, and in connection with his election to the Board, the Company granted Mr. Mastrocola a 27,500 share stock option. The option will vest in five equal annual installments commencing on the one year anniversary of the grant date.

Mr. Mastrocola currently serves as Co-Founder and Advisory Chairman of Pleasant Lake Partners LLC. Previously, Mr. Mastrocola was a partner and Managing Director of Goldman, Sachs & Co., a global investment banking, securities and investment management firm, where he worked from 1987 until his retirement in 2009. During that period, Mr. Mastrocola held a number of senior management positions in the Investment Banking Division, including heading or co-heading the corporate finance, mergers/strategic advisory and industrials/natural resources departments. From 1983 to 1985, Mr. Mastrocola was a senior auditor at Arthur Andersen & Co. Mr. Mastrocola currently serves as Lead Director of Cooper-Standard Holdings Inc. and as chairman of that company s Governance Committee. In addition, he serves as a trustee for Save the Children Federation, Inc.

**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 OF AMERICA, INC.**

Date: July 29, 2014

By: /s/ Richard A. Pawlowski  
Name: Richard A. Pawlowski  
Title: Chief Financial Officer