

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

FAMOUS DAVE'S OF AMERICA, INC.  
(Exact name of registrant as specified in its charter)

Minnesota 41-1782300  
(State or other jurisdiction of (IRS Employer incorporation  
incorporation or organization) Identification No.)

7279 Flying Cloud Drive  
Eden Prairie, Minnesota 55344  
(Address, including zip code of principal executive offices)

1995 STOCK OPTION AND COMPENSATION PLAN  
(Full title of plan)

Douglas S. Lanham  
Chief Executive Officer  
7279 Flying Cloud Drive  
Eden Prairie, Minnesota 55344  
(612) 833-9300  
(Name, and address, including zip code, and telephone number,  
including area code, of agent for service)

Copy to:

William M. Mower, Esq.  
Maslon Edelman Borman & Brand, LLP  
3300 Norwest Center  
Minneapolis, Minnesota 55402  
(612) 672-8200

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE
Common stock (\$0.01 par value per share)	200,000 shares	\$6.00	\$1,200,000.00	\$354.00

(1) Estimated solely for purposes of computing the registration fee in accordance with Rule 457(h) and based upon the average of the high and low sales prices of the Registrant's common stock on the Nasdaq Stock Market on April 6, 1998.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission are incorporated herein by reference and made a part hereof:

- (a) The contents of Registration Statement on Form S-8 No. 333-16299, filed on November 18, 1996;
- (b) The description of the Registrant's common stock included under the caption "Securities to be Registered" in its Registration Statement on Form 8-A, dated October 25, 1996, including any amendments or reports filed for the purpose of updating such description; and
- (c) The Registrant's Annual Report on Form 10-K for the year ended December 28, 1997 filed on March 30, 1998.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Item 8. Exhibits.

- 4.1 1995 Stock Option and Compensation Plan (incorporated by reference to Exhibit 10.6 to Registrant's registration statement on Form SB-2 (file no. 333-10675).
- 4.2 Amendment to 1995 Stock Option and Compensation Plan dated August 12, 1996 (incorporated by reference to Exhibit 10.13 to Registrant's registration statement on Form SB-2 (file no. 333-10675).
- 4.3 Amendment to 1995 Stock Option and Compensation Plan dated February 4, 1997 (incorporated by reference to Exhibit 10.9 to Registrant's annual report on Form 10-K for the year ended December 29, 1996.
- 5. Opinion of Maslon Edelman Borman & Brand, LLP.
- 23A. Consent of Lund Koehler Cox & Company, PLLP
- 23B. Consent of Maslon Edelman Borman & Brand, LLP (contained in Exhibit 5).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on April 6, 1998.

FAMOUS DAVE'S OF AMERICA, INC.

By: /s/ Douglas S. Lanham  
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Douglas S. Lanham  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Daniel F. Moorse

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Daniel F. Moorse  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below on the 6th day of April, 1998, by the following persons in the capacities indicated:

Signature -----	Title -----
/s/ David W. Anderson ----- David W. Anderson	Chairman of the Board of Directors
/s/ Douglas S. Lanham ----- Douglas S. Lanham	Chief Executive Officer and Director
/s/ Thomas J. Brosig ----- Thomas J. Brosig	Director
/s/ Richard L. Monfort ----- Richard L. Monfort	Director
/s/ Martin J. O'Dowd ----- Martin J. O'Dowd	Director

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EXHIBIT INDEX

Exhibit -----	Page -----
5. Opinion of Maslon Edelman Borman & Brand, LLP.	
23A. Consent of Lund Koehler Cox & Company, PLLP.	

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April 9, 1998

Famous Dave's of America, Inc.  
7279 Flying Cloud Drive  
Eden Prairie, Minnesota 55344

RE: REGISTRATION STATEMENT ON FORM S-8 (THE "REGISTRATION STATEMENT")

Gentlemen:

We have acted as counsel for Famous Dave's of America, Inc. (the "Company") in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act") of 200,000 shares of the Company's common stock, \$.01 per share par value (the "Common Stock") approved in February 1997 for issuance under the Company's 1995 Stock Option and Compensation Plan (the "Plan") and, subject to adjustment as provided therein, under the Registration Statement on Form S-8 proposed to be filed with the Securities and Exchange Commission.

We have made such legal and factual examinations and inquiries, including an examination of originals, or copies certified or otherwise identified to our satisfaction as being true reproductions of originals, of all such corporate records of the Company, agreements and other instruments, certificates of public officials and officers and representatives of the Company, and such other documents as have deemed necessary as a basis for the opinions hereafter expressed.

Without limiting the generality of the foregoing, in our examination, we have assumed without independent verification, that (i) each of the parties thereto has duly and validly executed and delivered each instrument, document and agreement to which such party is a signatory, and such party's obligations set forth therein are its legal, valid, and binding obligations, enforceable in accordance with their respective terms, (ii) each natural person executing any such instrument, document or agreement is legally competent to do so, and (iii) all corporate records made available to us by the Company and all public records reviewed are accurate and complete.

Based upon the foregoing and having regard to legal considerations that we deem relevant, we are of the opinion that, when the shares of Common Stock have been registered under the Securities Act, and when the Company has received the consideration to be received for said shares in accordance with the provisions of the Plan and said shares of Common Stock have been issued by the Company as provided under the Plan, said shares of Common Stock will be duly authorized, validly issued, fully paid, and nonassessable.

We are qualified to practice law in the State of Minnesota. The opinions set forth herein are expressly limited to the laws of the State of Minnesota and we do not purport to be experts on, or express any opinion herein concerning any laws other than the laws of the State of Minnesota. We express no opinion concerning, and we assume no

responsibility as to laws or judicial decisions related to, or any orders, consents, or other authorizations or approvals as may be required by, any federal law, including any federal securities law, or any state securities or blue sky laws.

We hereby consent to the filing of this opinion as an exhibit to the

Registration Statement and to the reference to this firm therein.

Very truly yours,

/s/ Maslon Edelman Borman & Brand, LLP

## CONSENT OF INDEPENDENT ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference of our report dated January 26, 1998 included in the Company's annual report on Form 10-KSB for the year ended December 28, 1997 into this registration statement of Famous Dave's of America, Inc. on Form S-8.

LUND KOEHLER COX & COMPANY, PLLP

Minneapolis, Minnesota  
April 6, 1998