

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
(State or other jurisdiction of
incorporation or organization)

41-1782300
(IRS Employer Incorporation
Identification No.)

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

1997 EMPLOYEE STOCK OPTION 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 (\$.01 par value per share)	350,000 shares	6.00	\$ 2,100,000.00	\$ 619.50

(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.

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 the Registrant's Form 10-K for the fiscal year ended December 28, 1997, filed on March 30, 1998.
- (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.

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 5. Interests of Named Experts and Counsel.

Partners of Maslon Edelman Borman & Brand, LLP, beneficially own 16,300 shares of Famous Dave's of America, Inc. common stock.

Item 6. Indemnification of Directors and Officers.

The registrant is governed by Minnesota Statutes Chapter 302A. Minnesota Statutes Section 302A.521 provides that a corporation shall indemnify any person made or threatened to be made a party to any proceeding by reason of the former or present official capacity of such person against judgments, penalties, fines, including, without limitation, excise taxes assessed against such person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorney's fees and disbursements, incurred by such person in connection with the proceeding, if, with respect to the acts or omissions of such person complained of in the proceeding, such person has not been indemnified by another organization or employee benefit plan for the same expenses with respect to the same acts or omissions; acted in good faith; received no improper personal benefit and Section 302A.255, if applicable, has been satisfied; in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and in the case of acts or omissions by persons in their official capacity for the corporation, reasonably believed that the conduct was in the best interests of the corporation, or in the case of acts or omissions by persons in their capacity for other organizations, reasonably believed that the conduct was not opposed to the best interests of the corporation.

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Item 8. Exhibits.

- 5 Opinion of Maslon Edelman Borman & Brand, LLP.
- 4.1 1997 Employee Stock Option Plan (incorporated by reference to Exhibit 10.8 to Registrant's quarterly report on 10QSB for the three month period ended June 29, 1997).
- 4.2 Amendment to 1997 Employee Stock Option Plan dated January 27, 1998.
- 23A Consent of Lund Koehler Cox & Company, PLLP.
- 23B Consent of Maslon Edelman Borman & Brand, LLP (contained in Exhibit 5).

Item 9. Undertakings.

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made,

a post-effective amendment to this registration statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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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

Douglas S. Lanham
Chief Executive Officer
(Principal Executive Officer)

By: /s/ Daniel F. Moorse

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 6 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

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- 10 Amendment to 1997 Employee Stock Option Plan dated January 27, 1998.
- 23A Consent of Lund Koehler Cox & Company, PLLP.

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 350,000 shares of the Company's common stock, \$.01 per share par value (the "Common Stock") issuable under the Company's 1997 Employee Stock Option 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

FAMOUS DAVE'S OF AMERICA, INC.
AMENDMENT TO
1997 EMPLOYEE STOCK OPTION PLAN

1. Increase in Number of Shares Subject to Plan. Section 5.1 of the 1997 Employee Stock Option Plan is hereby amended to read in its entirety as follows:

5.1 Number of Shares. Subject to adjustment as provided in Section 10.6, the number of shares of Common Stock issuable under the Plan shall not exceed 350,000.

2. Effective Date. This Amendment will become effective immediately.

CONSENT OF INDEPENDENT PUBLIC 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