

BJs RESTAURANTS INC
Form 3
March 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Walsh Patrick		(Month/Day/Year)	BJs RESTAURANTS INC [BJRI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/28/2014		
141 W. JACKSON BLVD.,Â STE. 300			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Other
			(give title below)	(specify below)
CHICAGO,Â ILÂ 60604			See Footnote 1	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, no par value	43,000	I <u>(1)</u>	By PW Partners Atlas Fund LP <u>(2)</u>
Common Stock, no par value	602,854	I <u>(1)</u>	By PW Partners Atlas Fund II LP <u>(3)</u>
Common Stock, no par value	4,500	I <u>(1)</u>	By PW Partners Master Fund LP <u>(4)</u>
Common Stock, no par value	6,200	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Call Option (right to buy) \hat{A} ⁽⁵⁾		04/19/2014	Common Stock, no par value	23,000	\$ 25	I ⁽¹⁾	By PW Partners Atlas Fund LP ⁽²⁾
Call Option (right to buy) \hat{A} ⁽⁵⁾		03/22/2014	Common Stock, no par value	28,000	\$ 25	I ⁽¹⁾	By PW Partners Atlas Fund II LP ⁽³⁾
Call Option (right to buy) \hat{A} ⁽⁵⁾		04/19/2014	Common Stock, no par value	3,000	\$ 25	I ⁽¹⁾	By PW Partners Atlas Fund II LP ⁽³⁾
Call Option (right to buy) \hat{A} ⁽⁵⁾		07/19/2014	Common Stock, no par value	15,000	\$ 25	I ⁽¹⁾	By PW Partners Atlas Fund II LP ⁽³⁾
Call Option (right to buy) \hat{A} ⁽⁵⁾		04/19/2014	Common Stock, no par value	22,000	\$ 25	I ⁽¹⁾	By PW Partners Master Fund LP ⁽⁴⁾
Call Option (right to buy) \hat{A} ⁽⁵⁾		07/19/2014	Common Stock, no par value	2,000	\$ 25	I ⁽¹⁾	By PW Partners Master Fund LP ⁽⁴⁾
Call Option (right to buy) \hat{A} ⁽⁵⁾		04/19/2014	Common Stock, no par value	9,000	\$ 25	D	\hat{A}

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walsh Patrick 141 W. JACKSON BLVD. STE. 300 CHICAGO, IL 60604	\hat{A}	\hat{A}	\hat{A}	See Footnote 1
PW Partners Atlas Fund LP 141 W. JACKSON BLVD. SUITE 300 CHICAGO, IL 60604	\hat{A}	\hat{A}	\hat{A}	See Footnote 1
PW Partners Atlas Fund II, LP 141 W. JACKSON BLVD., SUITE 300 CHICAGO, IL 60604	\hat{A}	\hat{A}	\hat{A}	See Footnote 1
	\hat{A}	\hat{A}	\hat{A}	See Footnote 1

PW Partners Master Fund, L.P.
 141 W. JACKSON BLVD.
 SUITE 300
 CHICAGO, IL 60604

PW Partners Atlas Funds, LLC
 141 W. JACKSON BLVD., SUITE 300 ^ ^ ^ See Footnote 1
 CHICAGO, IL 60604

PW Partners, LLC
 141 W. JACKSON BLVD., SUITE 300 ^ ^ ^ See Footnote 1
 CHICAGO, IL 60604

PW Partners Capital Management LLC
 141 W. JACKSON BLVD., SUITE 300 ^ ^ ^ See Footnote 1
 CHICAGO, IL 60604

Signatures

By: /s/ Patrick Walsh 03/10/2014
**Signature of Reporting Person Date

By: PW Partners Atlas Fund LP, By: PW Partners Atlas Funds, LLC, General Partner, By: /s/
 Patrick Walsh, Managing Member and Chief Executive Officer 03/10/2014
**Signature of Reporting Person Date

By: PW Partners Atlas Fund II LP, By: PW Partners Atlas Funds, LLC, General Partner, By:
 /s/ Patrick Walsh, Managing Member and Chief Executive Officer 03/10/2014
**Signature of Reporting Person Date

By: PW Partners Master Fund LP, By: PW Partners, LLC, General Partner, By: /s/ Patrick
 Walsh, Managing Member and Chief Executive Officer 03/10/2014
**Signature of Reporting Person Date

By: PW Partners Atlas Funds, LLC, By: /s/ Patrick Walsh, Managing Member and Chief
 Executive Officer 03/10/2014
**Signature of Reporting Person Date

By: PW Partners, LLC, By: /s/ Patrick Walsh, Managing Member and Chief Executive Officer 03/10/2014
**Signature of Reporting Person Date

By: PW Partners Capital Management LLC, By: /s/ Patrick Walsh, Managing Member 03/10/2014
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 3 is filed jointly by PW Partners Atlas Fund LP ("Atlas Fund I"), PW Partners Atlas Fund II LP ("Atlas Fund II"), PW Partners Master Fund LP ("Master Fund"), PW Partners Atlas Funds, LLC ("Atlas Fund GP"), PW Partners, LLC ("Master Fund GP"), PW Partners Capital Management LLC ("PW Capital Management") and Patrick Walsh (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein. The filing of this Form 3 shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own.

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- Represents securities owned directly by Atlas Fund I. As the General Partner of Atlas Fund I, Atlas Fund GP may be deemed to beneficially own the securities owned directly by Atlas Fund I. As the Investment Manager of Atlas Fund I, PW Capital Management
- (2) may be deemed to beneficially own the securities owned directly by Atlas Fund I. As the Managing Member of PW Capital Management and the Managing Member and Chief Executive Officer of Atlas Fund GP, Mr. Walsh may be deemed to beneficially own the securities owned directly by Atlas Fund I.
- Represents securities owned directly by Atlas Fund II. As the General Partner of Atlas Fund II, Atlas Fund GP may be deemed to beneficially own the securities owned directly by Atlas Fund II. As the Investment Manager of Atlas Fund II, PW Capital Management
- (3) may be deemed to beneficially own the securities owned directly by Atlas Fund II. As the Managing Member of PW Capital Management and the Managing Member and Chief Executive Officer of Atlas Fund GP, Mr. Walsh may be deemed to beneficially own the securities owned directly by Atlas Fund II.
- Represents securities owned directly by Master Fund. As the General Partner of Master Fund, Master Fund GP may be deemed to beneficially own the securities owned directly by Master Fund. As the Investment Manager of Master Fund, PW Capital Management
- (4) may be deemed to beneficially own the securities owned directly by Master Fund. As the Managing Member of PW Capital Management and the Managing Member and Chief Executive Officer of Master Fund GP, Mr. Walsh may be deemed to beneficially own the securities owned directly by Master Fund
- (5) The Call Options reported herein are currently exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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