

BJs RESTAURANTS INC
Form 4
March 19, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Luxor Capital Group, LP

(Last) (First) (Middle)

1114 AVENUE OF THE AMERICAS, 29TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BJs RESTAURANTS INC [BJRI]

3. Date of Earliest Transaction (Month/Day/Year)
03/18/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | | P | 70,400 A \$ 34.892 | 1,081,692 | I <u>(3)</u> | By Luxor Capital Partners, LP |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | | P | 200 A \$ 35.01 | 1,081,892 | I <u>(3)</u> | By Luxor Capital Partners, LP |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | | P | 1,100 A \$ 35.0278 | 1,082,992 | I <u>(3)</u> | By Luxor Capital Partners, LP |

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| | | | | | | | | |
|---|------------|---|---------|---|------------|-----------|--------------|--|
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | P | 21,900 | A | \$ 35.0842 | 1,104,892 | I <u>(3)</u> | By Luxor Capital Partners, LP |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | P | 8,100 | A | \$ 34.892 | 123,475 | I <u>(4)</u> | By Separately Managed Account |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | P | 200 | A | \$ 35.0278 | 123,675 | I <u>(4)</u> | By Separately Managed Account |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | P | 2,500 | A | \$ 35.0842 | 126,175 | I <u>(4)</u> | By Separately Managed Account |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | P | 101,100 | A | \$ 34.892 | 1,537,720 | I <u>(5)</u> | By Luxor Capital Partners Offshore Master Fund, LP |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | P | 400 | A | \$ 35.01 | 1,538,120 | I <u>(5)</u> | By Luxor Capital Partners Offshore Master Fund, LP |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | P | 1,400 | A | \$ 35.0278 | 1,539,520 | I <u>(5)</u> | By Luxor Capital Partners Offshore Master Fund, LP |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | P | 31,400 | A | \$ 35.0842 | 1,570,920 | I <u>(5)</u> | By Luxor Capital Partners Offshore Master Fund, LP |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | P | 20,400 | A | \$ 34.892 | 306,896 | I <u>(6)</u> | By Luxor Wavefront, LP |
| Common Stock, no | 03/18/2014 | P | 100 | A | \$ 35.01 | 306,996 | I <u>(6)</u> | By Luxor Wavefront, |

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| | | | | | | | | |
|---|------------|---|-------|---|---------------|---------|--------------|--|
| par value <u>(1)</u> <u>(2)</u> | | | | | | | | LP |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | P | 300 | A | \$ 35.0278 | 307,296 | I <u>(6)</u> | By Luxor Wavefront, LP |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | 03/18/2014 | P | 6,300 | A | \$ 35.0842 | 313,596 | I <u>(6)</u> | By Luxor Wavefront, LP |
| Common Stock, no par value <u>(1)</u> <u>(2)</u> | | | | | | 87,536 | I <u>(7)</u> | By Luxor Spectrum Offshore Master Fund, LP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Luxor Capital Group, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR | | | | X |

NEW YORK, NY 10036

LUXOR CAPITAL PARTNERS OFFSHORE LTD
 C/O M&C CORPORATE SVCS LTD
 PO BOX 309 GT UGLAND HOUSE
 GEORGE TOWN, E9 00000

X

Luxor Capital Partners, LP
 1114 AVENUE OF THE AMERICAS
 29TH FLOOR
 NEW YORK, NY 10036

X

Luxor Wavefront, LP
 1114 AVENUE OF THE AMERICAS
 29TH FLOOR
 NEW YORK, NY 10036

X

LUXOR SPECTRUM OFFSHORE LTD
 C/O MAPLES CORPORATE SERVICES LTD
 P.O. BOX 309 GT
 GEORGE TOWN, E9 KY1-1104

X

LCG HOLDINGS LLC
 1114 AVENUE OF THE AMERICAS
 29TH FLOOR
 NEW YORK, NY 10036

X

Signatures

/s/ Norris Nissim, as General Counsel of Luxor Management, LLC, General Partner of Luxor Capital Group, LP

03/19/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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 4 is filed jointly by Luxor Capital Group, LP ("Luxor Capital Group"), Luxor Capital Partners, LP ("Onshore Fund"), Luxor Capital Partners Offshore, Ltd. ("Offshore Feeder Fund"), Luxor Spectrum Offshore, Ltd. ("Spectrum Feeder Fund"), Luxor Wavefront, LP ("Wavefront Fund"), LCG Holdings, LLC ("LCG Holdings"), Luxor Management, LLC ("Luxor Management") and Christian Leone (collectively, the "Reporting Persons").

(2) 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 shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein. The filing of this Form 4 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.

(3) Shares owned directly by Onshore Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Onshore Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Onshore Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Onshore Fund.

(4) Shares held in an account separately managed by Luxor Capital Group (the "Separately Managed Account"). Luxor Capital Group, as the investment manager of the Separately Managed Account, may be deemed to beneficially own the shares of Common Stock held in the Separately Managed Account. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of Common Stock held in the Separately Managed Account.

(5)

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Shares owned directly by Luxor Capital Partners Offshore Master Fund, LP ("Offshore Master Fund"). Offshore Feeder Fund, as the owner of a controlling interest in Offshore Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Offshore Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund.

- Shares owned directly by Wavefront Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Wavefront Fund, may be deemed to beneficially own the shares of Common Stock owned directly by
- (6) Wavefront Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Wavefront Fund.

- Shares owned directly by Luxor Spectrum Offshore Master Fund, LP ("Spectrum Master Fund"). Spectrum Feeder Fund, as the owner of a controlling interest in Spectrum Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of
- (7) Spectrum Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Master Fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.