

McGuire Richard  
Form 4  
August 02, 2017

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARCATO CAPITAL  
MANAGEMENT LP**

(Last) (First) (Middle)

**FOUR EMBARCADERO  
CENTER, SUITE 2100**

(Street)

**SAN FRANCISCO, CA 94111**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**BUFFALO WILD WINGS INC  
[BWLD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/01/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ Form filed by One Reporting Person  
☒ 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/01/2017		P		9,000	A \$ 109.69 <u>(1)</u>	992,299	I	See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock	08/01/2017		P		100	A \$ 111.53	992,399	I	See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u>

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  
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SEC 1474  
(9-02)

number.

**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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCATO CAPITAL MANAGEMENT LP FOUR EMBARCADERO CENTER SUITE 2100 SAN FRANCISCO, CA 94111	X			
Marcato International Master Fund, Ltd. FOUR EMBARCADERO CENTER SUITE 2100 SAN FRANCISCO, CA 94111	X			
Marcato Special Opportunities Master Fund LP FOUR EMBARCADERO CENTER SUITE 2100 SAN FRANCISCO, CA 94111	X			
McGuire Richard FOUR EMBARCADERO CENTER SUITE 2100 SAN FRANCISCO, CA 94111	X			

## Signatures

MARCATO CAPITAL MANAGEMENT LP, By: Marcato Holdings LLC, its General Partner, By: /s/ Richard McGuire III, Richard McGuire III, Managing Member 08/02/2017

\_\_\_\_Signature of Reporting Person

Date

MARCATO INTERNATIONAL MASTER FUND, LTD., By: /s/ Richard McGuire III, Richard McGuire, Director 08/02/2017

## Edgar Filing: McGuire Richard - Form 4

\_\_Signature of Reporting Person

Date

MARCATO SPECIAL OPPORTUNITIES MASTER FUND LP, By: /s/ Richard McGuire  
III, Richard McGuire III, Director

08/02/2017

\_\_Signature of Reporting Person

Date

/s/ Richard McGuire III, Richard McGuire III, Director

08/02/2017

\_\_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).

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions through a broker-dealer at prices ranging from \$109.68 to \$109.86. Marcato Capital Management, LP, a Delaware limited partnership ("Marcato") and the other

- (1) reporting persons undertake to provide Buffalo Wild Wings, Inc., any security holder of Buffalo Wild Wings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote 1 to this Form 4.

In addition to Marcato, this Form 4 is being filed jointly by Marcato International Master Fund, Ltd., a Cayman Islands exempted company ("Marcato International"), Marcato Special Opportunities Master Fund LP, a Cayman Islands limited partnership ("Marcato

- (2) Special Opportunities Fund"), and Richard McGuire III, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Marcato and may be deemed to have a pecuniary interest in securities reported on this Form 4 (the "Subject Securities").

Marcato, as the investment manager of Marcato International and Marcato Special Opportunities Fund, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934. By virtue of Mr.

- (3) McGuire's position as Managing Partner of Marcato, Mr. McGuire may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) and Marcato, Marcato International and Marcato Special Opportunities Fund may be deemed to be the beneficial owner of the Subject Securities held by Mr. McGuire. Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.

Mr. McGuire, a member of the board of directors of the Issuer of the Subject Securities, was elected to that board as a representative of

- (4) the Reporting Persons. As a result, each of those persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

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.