

BUFFALO WILD WINGS INC

Reported by

MARCATO CAPITAL MANAGEMENT LP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/29/17 for the Period Ending 06/27/17

Address	5500 WAYZATA BOULEVARD SUITE 1600 MINNEAPOLIS, MN 55416
Telephone	9525939943
CIK	0001062449
Symbol	BWLD
SIC Code	5812 - Eating Places
Industry	Restaurants & Bars
Sector	Consumer Cyclical
Fiscal Year	12/28

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 or
Section 30(h) of the Investment Company Act of 1940

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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center" style="font-size: 1.2em;">6/27/2017</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	6/27/2017		A		699	(1)	A	\$0	983299	I	See footnotes (2)(3)(4)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) The shares were granted to Richard McGuire III in connection with Mr. McGuire's service on the Issuer's board of directors.
- (2) In addition to Marcato Capital Management, LP, a Delaware limited partnership ("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 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").
- (3) 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. 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.
- (4) 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 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.

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

6/29/2017

—Signature of Reporting Person

Date

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

6/29/2017

—Signature of Reporting Person

Date

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

6/29/2017

—Signature of Reporting Person

Date

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

6/29/2017

—Signature of Reporting Person

Date

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

* 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).

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

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.