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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**SCHEDULE 13D**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 16)**

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**Buffalo Wild Wings, Inc.**  
(Name of Issuer)

**Common Stock, no par value**  
(Title of Class of Securities)

**119848109**  
(CUSIP Number)

**Richard T. McGuire III  
Marcato Capital Management LP  
Four Embarcadero Center, Suite 2100  
San Francisco, CA 94111  
(415) 796-6350**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

*Copies to:*

**Richard M. Brand  
Joshua A. Apfelroth  
Cadwalader, Wickersham & Taft LLP  
One World Financial Center  
New York, NY 10281  
(212) 504-6000**

**November 27, 2017**  
(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPORTING PERSON OR  I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Marcato Capital Management LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  992,399
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  992,399
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  992,399	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  6.4%	
14	TYPE OF REPORTING PERSON  IA	

1	NAME OF REPORTING PERSON OR  I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Richard T. McGuire III	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  992,399
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  992,399
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  992,399	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  6.4%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON OR  I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Marcato International Master Fund Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  950,699
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  950,699
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  950,699	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  6.1%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON OR  I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Marcato Special Opportunities Master Fund LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  0
	8	SHARED VOTING POWER  41,700
	9	SOLE DISPOSITIVE POWER  0
	10	SHARED DISPOSITIVE POWER  41,700
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  41,700	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.3%	
14	TYPE OF REPORTING PERSON  PN	

This amendment No. 16 to Schedule 13D (this "Amendment No. 16"), amends and supplements the Schedule 13D filed on July 25, 2016 (the "Initial 13D" and, as amended and supplemented through the date of this Amendment No. 16, collectively, the "Schedule 13D") with respect to the Common Stock, no par value (the "Shares"), of Buffalo Wild Wings, Inc., a Minnesota corporation (the "Issuer"). Capitalized terms not defined in this Amendment No. 16 shall have the meaning ascribed to them in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is hereby supplementally amended as follows:

The net investment cost (including commissions, if any) of the Shares acquired by Marcato International as described in Exhibit Y is approximately \$5,804,309.74. The amounts paid were funded by working capital.

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby supplementally amended as follows:

In light of the Issuer's execution of the Merger Agreement and the corresponding increase in the market price of the Shares, Marcato International entered into a short sale against the box position with respect to 950,000 Shares, as further described in Exhibit Y, which short sales Marcato International intends to cover within 20 days.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) As of the date hereof, (i) Marcato, and Mr. McGuire may each be deemed to be the beneficial owner of 992,399 Shares (the "Marcato Shares"), constituting approximately 6.4% of the Shares, (ii) Marcato International may be deemed to be the beneficial owner of 950,699 Shares, constituting approximately 6.1% of the Shares and (iii) Marcato Special Opportunities Fund may be deemed to be the beneficial owner of 41,700 Shares, constituting approximately 0.3% of the Shares, each based upon 15,530,075 Shares outstanding as of November 24, 2017, as reported in the Issuer's filing with the SEC on Schedule 14A on November 28, 2017.

(b) Marcato International may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) 950,699 Shares and, therefore, may be deemed to be the beneficial owner of such Shares. Marcato Special Opportunities Fund may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) 41,700 Shares and, therefore, may be deemed to be the beneficial owner of such Shares. Marcato, as the investment manager of Marcato International and Marcato Special Opportunities Fund, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Marcato Shares and, therefore, may be deemed to be the beneficial owner of such Shares. By virtue of Mr. McGuire's position as the managing partner of Marcato, Mr. McGuire may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Marcato Shares and, therefore, may be deemed to be the beneficial owner of the such Shares. Each of the Reporting Persons disclaims beneficial ownership of any Shares owned by Parent or any affiliate of Parent and each of the Reporting Persons hereby expressly disclaims membership in a "group" under the Securities Exchange Act of 1934 with Parent or any affiliate of Parent with respect to any securities of the Issuer.

(c) The transactions by Marcato International in the securities of the Issuer during the past sixty days are set forth in Exhibit Y. Except as set forth in Exhibit Y, there have been no other transactions by the Reporting Persons in the securities of the Issuer in the past sixty days.

(d) The limited partners of (or investors in) Marcato International and Marcato Special Opportunities Fund, or their respective subsidiaries or affiliated entities, for which Marcato or its affiliates acts as general partner and/or investment manager have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the accounts of their respective funds in accordance with their respective limited partnership interests (or investment percentages) in their respective funds.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer**

Item 6 of the Schedule 13D is hereby supplementally amended as follows:

The information set forth in Item 4 and Item 5 is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits**

Exhibit A: Joint Filing Agreement\*  
Exhibit B: Schedule of Transactions in Shares\*  
Exhibit C: Letter, dated August 17, 2016\*  
Exhibit D: Presentation, dated August 25, 2016\*  
Exhibit E: Schedule of Transactions in Shares\*  
Exhibit F: Joinder Agreement\*  
Exhibit G: Presentation, dated October 5, 2016\*  
Exhibit H: Schedule of Transactions in Shares\*  
Exhibit I: Letter, dated October 13, 2016\*  
Exhibit J: Letter, dated December 6, 2016\*  
Exhibit K: Schedule of Transactions in Shares\*  
Exhibit L: Notice, dated February 6, 2017\*  
Exhibit M: Press Release, dated February 6, 2017\*  
Exhibit N: Form of Engagement and Indemnification Agreement\*  
Exhibit O: Schedule of Transactions in Shares\*  
Exhibit P: Joint Filing Agreement, dated February 16, 2017\*  
Exhibit Q: Press Release and Letter, dated April 20, 2017\*  
Exhibit R: Presentation, dated April 20, 2017\*  
Exhibit S: Schedule of Transactions in Shares\*  
Exhibit T: Schedule of Transactions in Shares\*  
Exhibit U: Press Release, dated June 2, 2017\*  
Exhibit V: Schedule of Transactions in Shares\*  
Exhibit W: Schedule of Transactions in Shares\*  
Exhibit X: Voting Agreement, dated November 28, 2017\*  
Exhibit Y: Schedule of Transactions in Shares

\* Previously filed.



After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 30, 2017

Marcato Capital Management LP◆  
By: Marcato Holdings LLC, its General Partner

By: /s/ Richard T. McGuire III  
Richard T. McGuire III, Authorized Person

/s/ Richard T. McGuire III◆  
Richard T. McGuire III

Marcato International Master Fund Ltd.

By: /s/ Richard T. McGuire III  
Richard T. McGuire III, Director

Marcato Special Opportunities Master Fund LP  
By: MCM I General Partner LLC, its General Partner

By: /s/ Richard T. McGuire III  
Richard T. McGuire III, Authorized Person

◆ This reporting person disclaims beneficial ownership of these reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

**Schedule of Transactions in Shares**

The following table sets forth all transactions with respect to Shares effected in the last sixty days by the Reporting Persons or on behalf of the Reporting Persons in respect of the Shares, inclusive of any transactions effected through 4:00 p.m., New York City time, on November 30, 2017. All such transactions were sales or purchases effected in the open market, and the table includes commissions paid in per share prices.

*Marcato International Master Fund Ltd.*

<b>Transaction Date</b>	<b>Transaction</b>	<b>Security</b>	<b>Shares Bought (Sold)</b>	<b>Unit Cost</b>
11/28/2017	Sell (1)	Common Stock	(200,094)	155.54
11/29/2017	Sell (1)	Common Stock	(602,160)	155.57
11/30/2017	Sell (1)	Common Stock	(185,030)	155.61
11/30/2017	Buy (2)	Common Stock	37,284	155.68

1. This transaction represents a short sale against the box that will be covered within 20 days.
2. These shares were purchased by Marcato International to cover a portion of the short sales.