

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 12)

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

June 2, 2017

(Date of Event Which Requires Filing of this Statement)

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.

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.

*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).

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 1,597,600
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,597,600
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,597,600	
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) 9.9%	
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 1,597,600
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,597,600
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,597,600	
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) 9.9%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Marcato Intemational 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 1,565,000
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,565,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,565,000	
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) 9.7%	
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 32,600
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 32,600
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 32,600	
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) 0.2%	
14	TYPE OF REPORTING PERSON PN	

This amendment No. 12 to Schedule 13D (this "Amendment No. 12"), amends and supplements the Schedule 13D (the "Initial 13D") filed on July 25, 2016 (the Initial 13D and, as amended and supplemented through the date of this Amendment No. 12, 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. 12 shall have the meaning ascribed to them in the Initial 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 4. Purpose of the Transaction

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

The Issuer's 2017 Annual Meeting of Shareholders was held on June 2, 2017 (the "2017 Annual Meeting"). According to preliminary voting results from the 2017 Annual Meeting announced by the Issuer, Marcato nominees Scott Bergren, Richard T. McGuire III and Sam B. Rovit were elected to the Board of Directors of the Issuer at such meeting. Marcato issued a press release regarding the 2017 Annual Meeting on June 2, 2017. The press release is attached hereto as Exhibit U and 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

* 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: June 5, 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.
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MARCATO

BUFFALO WILD WINGS SHAREHOLDERS ELECT MARCATO NOMINEES SCOTT BERGREN, SAM ROVIT AND MICK MCGUIRE TO THE BOARD

San Francisco – June 2, 2017 – Marcato Capital Management LP (“Marcato”), a San Francisco-based investment manager which manages funds that beneficially own approximately 9.9% of the outstanding common shares of Buffalo Wild Wings, Inc. (NASDAQ: BWLD) (“Buffalo Wild Wings” or the “Company”), today announced that based on proxies submitted to the independent Inspector of Election for Buffalo Wild Wings’ 2017 Annual Meeting of shareholders, preliminary results indicate that BWLD shareholders have elected Marcato’s nominees Scott Bergren, Sam Rovit and Mick McGuire to the BWLD Board.

Mick McGuire, Managing Partner of Marcato, said, “We are very pleased that our fellow BWLD shareholders recognize that additional change on the Board is warranted to return Buffalo Wild Wings to a path of growth and long-term value creation. We will bring the fresh perspectives, restaurant industry expertise and oversight the BWLD Board needs to spearhead improvements at the Company. Scott, Sam and I are eager to roll up our sleeves, and work closely with the incumbent directors to drive a strategy to make Buffalo Wild Wings a winning company again.”

Marcato was advised by Cadwalader, Wickersham & Taft LLP and Dorsey & Whitney LLP on legal matters.

Media:

Jonathan Gasthalter/Nathaniel Garnick/Amanda Klein
Gasthalter & Co.
(212) 257-4170

Investors:

Scott Winter/Larry Miller
Innisfree M&A Incorporated
(212) 750-5833
