

GOOD TIMES RESTAURANTS INC  
Form SC 13G/A  
October 19, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

(Amendment No. 2)

good times restaurants inc.

-----  
(Name of issuer)

COMMON STOCK, par value \$0.001 per share

-----  
(Title of class of securities)

382140879

-----  
(CUSIP number)

October 13, 2016

-----  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Continued on the following pages)

-----  
(1)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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\* SEE INSTRUCTIONS BEFORE FILLING OUT!

----- SCHEDULE 13G -----  
CUSIP No. 382140879 Page 2 of 13 Pages  
-----

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
  
Delta Partners LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
State of Delaware

NUMBER OF 5 SOLE VOTING POWER  
SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
None

6 SHARED VOTING POWER  
1,738,973 common stock

7 SOLE DISPOSITIVE POWER  
None

8 SHARED DISPOSITIVE POWER  
1,738,973 common stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,738,973 common stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
14.2% common stock

12 TYPE OF REPORTING PERSON \*  
  
PN, IA

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

----- SCHEDULE 13G -----  
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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_\_|  
(b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER  
None

6 SHARED VOTING POWER  
1,738,973 common stock

7 SOLE DISPOSITIVE POWER  
None

8 SHARED DISPOSITIVE POWER  
1,738,973 common stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,738,973 common stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

|\_\_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.2% common stock

12 TYPE OF REPORTING PERSON \*

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 382140879

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1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Prism Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_\_|  
(b) |X|

3 SEC USE ONLY



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SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

None

---

6 SHARED VOTING POWER  
954,843 common stock

---

7 SOLE DISPOSITIVE POWER  
None

---

8 SHARED DISPOSITIVE POWER  
954,843 common stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
954,843 common stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.8% common stock

12 TYPE OF REPORTING PERSON \*  
CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
Prism Offshore Fund, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
784,130 common stock

---

6 SHARED VOTING POWER  
None



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Shown in item 2(a) above

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.001 per share

ITEM 2(E). CUSIP NUMBER:

382140879

ITEM3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

(e) An investment advisor in accordance with 240.13d-1(b)(1)(ii)(E)

If this statement is filed pursuant to Rule 240,13d-1(c), check this box [x].

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ITEM 4. OWNERSHIP:

DELTA PARTNERS LP \*

(a) Amount Beneficially Owned: 1,738,973 common stock

(b) Percent of Class: 14.2% common stock

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: None

(ii) shared power to vote or to direct the vote:1,738,973 common stock

(iii)sole power to dispose or to direct the disposition of: None

(iv)shared power to dispose or to direct the disposition of:1,738,973 common stock

Delta Partners GP, LLC \*

(a) Amount Beneficially Owned: 1,738,973 common stock

(b) Percent of Class: 14.2% common stock

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: None

(ii) shared power to vote or to direct the vote:1,738,973 common stock

(iii)sole power to dispose or to direct the disposition of: None

(iv)shared power to dispose or to direct the disposition of:1,738,973 common stock

Prism Offshore Fund, Ltd \*

(a) Amount Beneficially Owned: 784,130 common stock



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- (b) Percent of Class: 6.4% common stock  
-----
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: 784,130 common stock  
-----
  - (ii) shared power to vote or to direct the vote: None  
-----
  - (iii) sole power to dispose or to direct the disposition of: 784,130  
common stock  
-----
  - (iv) shared power to dispose or to direct the disposition of: None  
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CHARLES JOBSON \*

- (a) Amount Beneficially Owned: 1,738,973 common stock  
-----
- (b) Percent of Class: 14.2% common stock  
-----
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: None  
-----
  - (ii) shared power to vote or to direct the vote: 1,738,973 common stock  
-----
  - (iii) sole power to dispose or to direct the disposition of: None  
-----
  - (iv) shared power to dispose or to direct the disposition of: 1,738,973  
common stock  
-----

PRISM PARTNERS, L.P. \*

- (a) Amount Beneficially Owned: 954,843 common stock  
-----
- (b) Percent of Class: 7.8% common stock  
-----
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: 954,843 common stock  
-----
  - (ii) shared power to vote or to direct the vote: None  
-----
  - (iii) sole power to dispose or to direct the disposition of: 954,843  
common stock  
-----
  - (iv) shared power to dispose or to direct the disposition of: None  
-----

DELTA ADVISORS, LLC \*

- (a) Amount Beneficially Owned: 954,843 common stock  
-----
- (b) Percent of Class: 7.8% common stock  
-----
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: None  
-----

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-----  
(ii) shared power to vote or to direct the vote: 954,843 common stock  
-----

(iii) sole power to dispose or to direct the disposition of: None

-----  
(iv) shared power to dispose or to direct the disposition of: 954,843  
common stock  
-----

\* Shares reported for Delta Partners, LP, Delta Partners GP, LLC and Charles Jobson include shares beneficially owned by Prism Partners L.P., and Prism Offshore Fund Limited. Shares reported by Delta Advisors, LLC include shares beneficially owned by Prism Partners, L.P.

Item 5. Ownership of Five Percent or Less of a Class:

Not Applicable

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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

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ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

Dated: October 19, 2016

DELTA PARTNERS, LP

By: Delta Partners GP, LLC  
its general partner

By: /s/ Charles Jobson

-----  
Charles Jobson, Managing Member

CHARLES JOBSON

By: Charles Jobson

DELTA PARTNERS GP, LLC

By: /s/ Charles Jobson

-----  
Charles Jobson, Managing Member

PRISM PARTNERS, L.P.

By: Delta Advisors, LLC  
its general partner

By: /s/ Charles Jobson

-----  
Charles Jobson, Managing Member

DELTA ADVISORS, LLC

By: /s/ Charles Jobson

-----  
Charles Jobson, Managing Member

PRISM OFFSHORE FUND, LTD

By: Delta Partners, LP  
its investment manager  
/s/ Charles Jobson

-----  
Charles Jobson, Partner

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JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect

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to the Common Stock of good times restaurants inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 19th day of October 2016.

DELTA PARTNERS, LP  
By: Delta Partners GP, LLC  
its general partner  
By: /s/ Charles Jobson  
-----  
Charles Jobson, Managing Member

CHARLES JOBSON  
By: Charles Jobson  
-----

DELTA PARTNERS GP, LLC  
By: /s/ Charles Jobson  
-----  
Charles Jobson, Managing Member

PRISM PARTNERS, L.P.  
By: Delta Advisors, LLC  
its general partner  
By: /s/ Charles Jobson  
-----  
Charles Jobson, Managing Member

DELTA ADVISORS, LLC  
By: /s/ Charles Jobson  
-----  
Charles Jobson, Managing Member

PRISM OFFSHORE FUND, LTD  
By: Delta Partners, LP  
its investment manager  
/s/ Charles Jobson  
-----  
Charles Jobson, Partner