

Del Frisco's Restaurant Group, Inc.  
Form 10-K/A  
June 14, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

**Amendment No. 1**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 25, 2012**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from                      to**

**Commission File Number 001-35611**

**Del Frisco's Restaurant Group, Inc.**

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(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
**930 S. Kimball Ave., Suite 100,**  
**Southlake, TX**  
(Address of principal executive offices)

**20-8453116**  
(I.R.S. Employer  
Identification No.)

**76092**  
(Zip code)

**(817) 601-3421**  
(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

| Title of each class   | Name of each Exchange on which registered |
|---|---|
| <b>Common Stock, \$0.001 par value per share</b>                        | <b>The NASDAQ Global Select Market</b>    |
| <b>Securities registered pursuant to Section 12(g) of the Act: None</b> |   |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act). (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

According to the records of the registrant's registrar and transfer agent, as of February 22, 2013, the latest practicable date, 23,794,667 shares of the registrant's common stock, \$0.001 par value per share, were issued and outstanding. The aggregate market value of the common stock, \$0.001 par value, held by non-affiliates of the registrant as of February 22, 2013, was approximately \$103,704,000, based upon the last reported

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sales price for such date on the NASDAQ Global Select Market. The registrant's common stock was not traded on June 12, 2012, the last day of the registrant's second fiscal quarter in 2012.

**Documents Incorporated by Reference:** Portions of the registrant's Definitive Proxy Statement to be filed with the Securities and Exchange Commission no later than 120 days after the end of the registrant's fiscal year ended December 25, 2012, are incorporated by reference in Part III of this Annual Report on Form 10-K.

**Explanatory Note**

This Amendment No. 1 (this Amendment) to our Annual Report on Form 10-K for the fiscal year ended December 25, 2012, originally filed with the Securities and Exchange Commission (the SEC) on February 26, 2013 (the Original Form 10-K), is being filed solely to refile Exhibit 23.1 to the Original Form 10-K which, due to an administrative error, errantly referenced a report date of February 26, 2012 rather than February 26, 2013. In connection with the filing of this Amendment and pursuant to the rules of the SEC, we are filing as exhibits to this Amendment new certifications of our principal executive officer and principal financial officer.

No other changes have been made to the Original Form 10-K other than described above. This Amendment does not reflect subsequent events occurring after the date of the Original Form 10-K or modify or update any disclosures set forth in the Original Form 10-K.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registration has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Del Frisco's Restaurant Group, Inc.

By: /s/ Thomas J. Pennison, Jr.  
Thomas J. Pennison, Jr.

Chief Financial Officer,  
(Principal Financial Officer)

Dated: June 14, 2013

**EXHIBIT INDEX**

**Exhibit**

| <b>Number</b> | <b>Exhibit Description</b>  |
|---------------|---|
| 23.1          | Consent of Ernst & Young LLP.   |
| 31.1          | Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                 |
| 31.2          | Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                 |
| 32.1          | Certification of Chief Executive and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |