CHUY'S HOLDINGS, INC.

Form 4 April 18, 2013

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Goode Chuy's Holdings, LLC

2. Issuer Name and Ticker or Trading

Symbol

CHUY'S HOLDINGS, INC.

[CHUY]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 04/17/2013

C/O GOODE PARTNERS LLC. 767 THIRD AVENUE, 22ND FLOOR

(State)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner \_X\_ Other (specify Officer (give title below)

below) Former 10% Owner

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

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

NEW YORK, NY 10017

(City)

		Iai	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficitionary Owned						
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired (A) our Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 an	d 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
					(A)		Reported	(I)	
					or		Transaction(s)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	04/17/2013		S	2,835,357 (1)	D	\$ 31.68	846,684	D (1) (2)	
Common Stock	04/17/2013		S	82,322 (2)	D	\$ 31.68	764,362	D (1) (2)	

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

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# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
						Lacicionole	Duic		of	
				Code V	(A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting of not runner reduces	Director	10% Owner	Officer	Other			
Goode Chuy's Holdings, LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017				Former 10% Owner			
GOODE INVESTORS I LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017				Former 10% Owner			
Goode Chuy's Direct Investors, LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017				Former 10% Owner			
GOODE PARTNERS CONSUMER FUND I L P C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017				Former 10% Owner			
Signatures							
/s/ David Oddi, Authorized Signatory of Goode Ch	uy's Hold	ings, LLC		04/18/2013			
***Signature of Reporting Person				Date			
/s/ David Oddi, Authorized Signatory of Goode Ch LLC	uy's Direc	et Investors,		04/18/2013			
**Signature of Reporting Person				Date			
/s/ David Oddi, Authorized Signatory of Goode Inv	04/18/2013						

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\*\*Signature of Reporting Person

Date

/s/ David Oddi, Authorized Signatory of Goode Partners Consumer Fund I, L.P.

04/18/2013

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* 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).
  - Goode Chuy's Holdings, LLC ("Goode Chuy's") sold 2,835,357 shares in a registered public offering on April 17, 2013 (the "Secondary Offering"). After the sale, Goode Chuy's holds 742,796 shares directly. David J. Oddi is a member of Goode Investors I LLC, the general
- (1) partner of Goode Partners Consumer Fund I, L.P., which is the managing director of Goode Chuy's. Mr. Oddi may be deemed to indirectly beneficially own the shares held by Goode Chuy's because of his affiliation with Goode Chuy's but disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interests therein. In connection with the completion of the Secondary Offering, Goode Chuy's is no longer subject to Section 16 reporting requirements.
  - Goode Chuy's Direct Investors, LLC ("Goode Direct") sold 82,322 shares in the Secondary Offering. After the sale, Goode Direct holds 21,566 shares directly. David J. Oddi is a member of Goode Investors I LLC, the general partner of Goode Partners Consumer Fund I,
- (2) L.P., which is the majority unitholder of Goode Direct. Mr. Oddi may be deemed to indirectly beneficially own the shares held by Goode Direct because of his affiliation with Goode Direct but disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interests therein. In connection with the completion of the Secondary Offering, Goode Direct is no longer subject to Section 16 reporting requirements.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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