

CHUY'S HOLDINGS, INC.
Form 4
July 27, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(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]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Member of 10% Owner Group

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

07/27/2012

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/27/2012		C		7,667,768	A	\$ 0
Common Stock	07/27/2012		C		222,627	A	\$ 0

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

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	\$ 0	07/27/2012		C	7,667,768	(3)	(3)	Common Stock	7,667,768
Series X Preferred Stock	\$ 0	07/27/2012		C	222,627	(4)	(4)	Common Stock	222,627

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goode Chuy's Holdings, LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017		X		Member of 10% Owner Group
Goode Chuy's Direct Investors, LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017		X		Member of 10% Owner Group
GOODE INVESTORS I LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017		X		Member of 10% Owner Group
GOODE PARTNERS CONSUMER FUND I L P C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017		X		Member of 10% Owner Group

Signatures

/s/ Sharon Russell, attorney-in-fact for Goode Chuy's Holdings, LLC
 **Signature of Reporting Person
 07/27/2012
 Date

/s/ Sharon Russell, attorney-in-fact for Goode Chuy's Direct Investors, LLC
 **Signature of Reporting Person
 07/27/2012
 Date

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/s/ Sharon Russell, attorney-in-fact for Goode Investors I LLC

07/27/2012

**Signature of Reporting Person

Date

/s/ Sharon Russell, attorney-in-fact for Goode Partners Consumer Fund I,
L.P.

07/27/2012

**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).

Represents 7,667,768 shares held directly by Goode Chuy's Holdings, LLC ("Goode Chuy's"). Jose Ferreira, Jr. and David J. Oddi are members of Goode Investors I LLC, the general partner of Goode Partners Consumer Fund I, L.P., which is the managing director of

(1) Goode Chuy's. Messrs. Ferreira and Oddi may be deemed to indirectly beneficially own the shares held by Goode Chuy's because of their affiliation with Goode Chuy's but disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.

Represents 222,627 shares held directly by Goode Chuy's Direct Investors, LLC ("Goode Direct"). Jose Ferreira, Jr. and David J. Oddi are members of Goode Investors I LLC, the general partner of Goode Partners Consumer Fund I, L.P., which is the majority unitholder of

(2) Goode Direct. Messrs. Ferreira and Oddi may be deemed to indirectly beneficially own the shares held by Goode Direct because of their affiliation with Goode Direct but disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.

(3) The series A preferred stock converted into common stock of Chuy's Holdings, Inc. (the "Company") on a one-for-one basis immediately prior to the closing of the Company's initial public offering. The series A preferred stock had no expiration date.

(4) The series X preferred stock converted into common stock of the Company on a one-for-one basis immediately prior to the closing of the Company's initial public offering. The series X preferred stock had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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