

FRIEDMAN BRIAN P
Form 4
May 02, 2019

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 *
FRIEDMAN BRIAN P

2. Issuer Name and Ticker or Trading Symbol
Fiesta Restaurant Group, Inc. [FRGI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O JEFFERIES FINANCIAL GROUP INC., 520 MADISON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2019

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

(Street)
NEW YORK, NY 10022

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

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	04/30/2019		A		5,925 <u>A</u> <u>(1)</u> \$ 0 <u>(1)</u>	45,767	D
Common Stock, par value \$0.01 per share						28,668	I <u>(2)</u> See Footnote <u>(2)</u>

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN BRIAN P C/O JEFFERIES FINANCIAL GROUP INC. 520 MADISON AVENUE NEW YORK, NY 10022	X			

Signatures

/s/ Brian P. Friedman
Date: 05/02/2019
**Signature of Reporting Person

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).
- The Shares were granted to the Reporting Person pursuant to the Issuer's 2012 Stock Incentive Plan and subject to restrictions on transfer. The stock award reported herein shall vest (and the restrictions shall lapse) in full on the earlier of (i) one business day before the Issuer's (1) 2020 annual meeting of stockholders or (ii) April 30, 2020, provided that in each case the Reporting Person has continuously remained a director of the Issuer. Any unvested shares underlying the stock award reported herein will be immediately forfeited upon the Reporting Person ceasing to be a director. The stock award reported herein is not transferable unless vested.
- (2) The Reporting Person is the general partner of 2055 Partners L.P. ("2055 Partners") and, in such capacity, may be deemed to beneficially own the 28,668 shares of common stock of the Issuer beneficially owned by 2055 Partners.

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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