

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

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
FERREIRA JOSE JR

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)  
07/27/2012

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

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

(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  
 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 7,682,768  | I <sup>(1)</sup>                | See Footnote <u>(1)</u>             |
| Common Stock                    | 07/27/2012                           |  | C                              |   | 222,627   | A  | \$ 0 7,905,395  | I <sup>(1)</sup> <sup>(2)</sup> | See Footnotes <u>(1)</u> <u>(2)</u> |

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

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SEC 1474 (9-02)

number.

**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                   | (3)  | 07/27/2012                           |  | C                              | 7,667,768   | (3)  | (3)   | Common Stock | 7,667,768                  |
| Series X Preferred Stock                   | (4)  | 07/27/2012                           |  | C                              | 222,627   | (4)  | (4)   | Common Stock | 222,627                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                           |
|--|---------------|-----------|---------|---------------------------|
|  | Director      | 10% Owner | Officer | Other                     |
| FERREIRA JOSE JR<br>C/O GOODE PARTNERS LLC<br>767 THIRD AVENUE, 22ND FLOOR<br>NEW YORK, NY 10017 | X             | X         |         | Member of 10% Owner Group |

## Signatures

/s/ Sharon Russell,  
attorney-in-fact

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).
  - (1) Represents 7,667,768 shares held directly by Goode Chuy's Holdings, LLC ("Goode Chuy's"). Mr. Ferreira is a member of Goode Investors I LLC, the general partner of Goode Partners Consumer Fund I, L.P., which is the managing director of Goode Chuy's. Mr. Ferreira 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.
  - (2) Represents 222,627 shares held directly by Goode Chuy's Direct Investors, LLC ("Goode Direct"). Mr. Ferreira is a member of Goode Investors I LLC, the general partner of Goode Partners Consumer Fund I, L.P., which is the majority unitholder of Goode Direct. Mr. Ferreira 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 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)

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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.

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