

CHUY'S HOLDINGS, INC.
Form 4
January 31, 2013

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) ___ Other (specify below)

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

01/30/2013

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/30/2013 | | S | (A) V | 4,089,615 (1) | D | \$ 24 3,800,780 D (1) (2) |
| Common Stock | 01/30/2013 | | S | (A) V | 118,739 (2) | D | \$ 24 3,682,041 D (1) (2) |

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

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SEC 1474
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

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 | | |
| Goode Chuy's Direct Investors, LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017 | | X | | |
| GOODE INVESTORS I LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017 | | X | | |
| GOODE PARTNERS CONSUMER FUND I L P C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017 | | X | | |

Signatures

/s/ Sharon Russell, attorney-in-fact for David Oddi, Authorized Signatory of Goode Chuy's Holdings, LLC 01/31/2013

**Signature of Reporting Person Date

/s/ Sharon Russell, attorney-in-fact for David Oddi, Authorized Signatory of Goode Chuy's Direct Investors, LLC 01/31/2013

**Signature of Reporting Person Date

01/31/2013

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/s/ Sharon Russell, attorney-in-fact for David Oddi, Authorized Signatory of Goode Investors I LLC

__Signature of Reporting Person

Date

/s/ Sharon Russell, attorney-in-fact for David Oddi, Authorized Signatory of Goode Partners Consumer Fund I, L.P.

01/31/2013

__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 4,089,615 shares in a registered public offering on January 30, 2013. After the sale, Goode Chuy's holds 3,578,153 shares directly. David J. Oddi is a member of Goode Investors I LLC, the general partner of Goode

(1) 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.

Goode Chuy's Direct Investors, LLC ("Goode Direct") sold 118,739 shares in a registered public offering on January 30, 2013. After the sale, Goode Direct holds 103,888 shares directly. David J. Oddi is a member of Goode Investors I LLC, the general partner of Goode

(2) Partners Consumer Fund I, 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.

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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