

CHUY'S HOLDINGS, INC.

Form 4

November 17, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Hatcher Michael C.

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)
1623 TOOMEY ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP of Real Estate and Develop.

AUSTIN, TX 78704
(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/04/2016 | | M | | 1,595 | A | \$ 0 (1) |
| Common Stock | 03/04/2016 | | M | | 973 | A | \$ 0 (1) |
| Common Stock | 11/15/2016 | | M | | 7,104 | A | \$ 8.22 |
| Common Stock | 11/15/2016 | | S | | 7,104 | D | \$ 30.6 |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 03/04/2016 | | M | 1,595 | <u>(2)</u> <u>(2)</u> | Common Stock 1,595 |
| Restricted Stock Units | <u>(1)</u> | 03/04/2016 | | M | 973 | <u>(3)</u> <u>(3)</u> | Common Stock 973 |
| Restricted Stock Units | <u>(1)</u> | 03/04/2016 | | A | 2,894 | <u>(4)</u> <u>(4)</u> | Common Stock 2,894 |
| Stock Option (Right to Buy) | \$ 8.22 | 11/15/2016 | | M | 7,104 | <u>(5)</u> 01/01/2020 | Common Stock 7,104 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hatcher Michael C.
1623 TOOMEY ROAD
AUSTIN, TX 78704

VP of Real Estate and Develop.

Signatures

/s/ Jon Howie,
attorney-in-fact

11/17/2016

**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) Restricted stock units convert to common stock on a one-for-one basis.

The restricted stock units vest in four equal annual installments with the first installment vesting on March 4, 2015. Settlement will occur on each such vesting date, and the shares of common stock will be transferred to the reporting person no later than 30 days after such date, subject to certain exceptions in the Restricted Stock Unit Agreement between the Issuer and the reporting person.

(2) The restricted stock units vest in four equal annual installments with the first installment vesting on March 5, 2016. Settlement will occur on each such vesting date, and the shares of common stock will be transferred to the reporting person no later than 30 days after such date, subject to certain exceptions in the Restricted Stock Unit Agreement between the Issuer and the reporting person.

(3) The restricted stock units vest in four equal annual installments with the first installment vesting on March 4, 2017. Settlement will occur on each vesting date, and the shares of common stock will be transferred to the reporting person no later than 30 days after such date, subject to certain exceptions in the Restricted Stock Unit Agreement between the Issuer and the reporting person.

(4) These options were granted on January 1, 2010 and vested 20% on each of the first five anniversaries of the grant date. These stock options became fully vested on January 1, 2015.

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.