

ZARLEY JAMES R  
Form 4  
April 10, 2018

**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 \*  
ZARLEY JAMES R

(Last) (First) (Middle)

C/O TEXAS ROADHOUSE,  
INC., 6040 DUTCHMANS LANE

(Street)

LOUISVILLE, KY 40205

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Texas Roadhouse, Inc. [TXRH]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/06/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Common Stock                    |                                      |  |                                |   | 112,500   | D  |   |
| Common Stock                    |                                      |  |                                |   | 23,800  | I  | James R. Zarley Living Trust <sup>(1)</sup> |

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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (4)  | (4)   | Common Stock                               | 4,250                      |
| Restricted Stock Units                     | (2)  | 04/06/2018                           |  | J(3)                           | 200   | (5)  | (5)   | Common Stock                               | 200 \$ 0                   |
| Restricted Stock Units                     | (2)  | 04/06/2018                           |  | J(3)                           | 200   | (6)  | (6)   | Common Stock                               | 200 \$ 0                   |
| Restricted Stock Units                     | (2)  | 04/06/2018                           |  | J(3)                           | 350   | (7)  | (7)   | Common Stock                               | 350 \$ 0                   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ZARLEY JAMES R<br>C/O TEXAS ROADHOUSE, INC.<br>6040 DUTCHMANS LANE<br>LOUISVILLE, KY 40205 | X             |           |         |       |

## Signatures

/s/ Celia Catlett Power of Attorney  
Date: 04/10/2018

\*\*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).

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- The reporting person is the Trustee of the James R. Zarley Living Trust and has investment control over the securities. The reporting person disclaims beneficial ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.
- (1) person disclaims beneficial ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.
  - (2) Each restricted stock unit represents a conditional right to receive one share of the Company's Common Stock.
  - (3) Reflects the partial rescission of an award of restricted stock units previously granted to the reporting person on January 5, 2018. No consideration was paid to the reporting person in connection with the rescission of the restricted stock units.
  - (4) The restricted stock units vest on January 8, 2019. Delivery of the shares to the reporting person will occur on January 8, 2019, subject to the reporting person's continued service with the Company.
  - (5) The restricted stock units vest on January 8, 2019. Delivery of the shares to the reporting person will occur on January 8, 2019, subject to the reporting person's continued service as a Nominating and Corporate Governance Committee member with the Company.
  - (6) The restricted stock units vest on January 8, 2019. Delivery of the shares to the reporting person will occur on January 8, 2019, subject to the reporting person's continued service as a Compensation Committee member with the Company.
  - (7) The restricted stock units vest on January 8, 2019. Delivery of the shares to the reporting person will occur on January 8, 2019, subject to the reporting person's continued service as an Audit Committee member with the Company.

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.