CHUY'S HOLDINGS, INC.

Form 4

January 31, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading J.P. MORGAN U.S. DIRECT Issuer Symbol CORPORATE FINANCE INSTL CHUY'S HOLDINGS, INC. (Check all applicable) **INVTS III LLC** [CHUY] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X_ Other (specify Officer (give title (Month/Day/Year) below) below) 270 PARK AVENUE 01/30/2013 See Remarks (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting NEW YORK, NY 10017 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 01/30/2013 S 118,739 D \$ 24 103,887 $D^{(1)}_{(2)}$ Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number				
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	Director 10% Owner		Other		
J.P. MORGAN U.S. DIRECT CORPORATE FINANCE INSTL INVTS III LLC 270 PARK AVENUE NEW YORK, NY 10017				See Remarks		
522 FIFTH AVENUE FUND, L.P. 270 PARK AVENUE NEW YORK, NY 10017				See Remarks		
Signatures						
J.P. Morgan U.S. Direct Corporate Finance Institutional Investors III LLC Investment Management Inc., its investment advisor, By: /s/ Tyler A. Jaya President	•	_		01/31/2013		
**Signature of Reporting Person				Date		
522 Fifth Avenue Fund, L.P., By: J. P. Morgan Investment Management advisor, By: /s/ Tyler A. Jayroe, Title: Vice President	Inc., its in	nvestment		01/31/2013		
**Signature of Reporting Person				Date		
Evaluation of Reconces						

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).
 - J.P Morgan U.S. Direct Corporate Finance Institutional Investors III LLC ("JPM") and 522 Fifth Avenue Fund, L.P. ("522") sold 117,551 and 1,188 shares in a registered public offering on January 30, 2013 (the "Secondary Offering"), respectively. After the sale, JPM and 522
- (1) hold 102,849 and 1,038 shares, respectively. In connection with the initial public offering of shares of common stock of Chuy's Holdings, Inc. (the "Company"), JPM and 522 entered into a Voting Agreement, dated July 9, 2012 (the "Voting Agreement") with the Company, Goode Chuy's Holdings, LLC, Goode Chuy's Direct Investors, LLC and MY/ZP Equity, LP. (Continued to Footnote 2)
- (2) As a result of the Voting Agreement, each party thereto may have been deemed to beneficially own all of the shares of common stock of the parties to the Voting Agreement. Pursuant to the terms of the Voting Agreement, the Voting Agreement terminates once the parties thereto collectively no longer own 50% of the outstanding common stock of the Company. As a result of the sales in the Secondary

Reporting Owners 2

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Offering, the Voting Agreement terminated and JPM and 522 are no longer subject to Section 16 reporting requirements.

Remarks:

Former Member of 10% Owner Group

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.