

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 \*  
J.P. MORGAN U.S. DIRECT  
CORPORATE FINANCE INSTL  
INVTS III LLC

(Last) (First) (Middle)

270 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CHUY'S HOLDINGS, INC.  
[CHUY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/30/2013

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)  
See Remarks

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) Price			
Common Stock	01/30/2013		S	118,739 D	\$ 24 103,887	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)

**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 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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	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, By: J. P. Morgan Investment Management Inc., its investment advisor, By: /s/ Tyler A. Jayroe, Title: Vice President	01/31/2013
__Signature of Reporting Person	Date
522 Fifth Avenue Fund, L.P., By: J. P. Morgan Investment Management Inc., its investment advisor, By: /s/ Tyler A. Jayroe, Title: Vice President	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).
- 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

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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.

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