

CHUY'S HOLDINGS, INC.
Form 4
April 18, 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
____ Officer (give title below) Other (specify below)
Former 10% Owner

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

04/17/2013

(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
 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 Ownership (Instr. 4)
Common Stock	04/17/2013		S	(A) 2,835,357 (D) <u>(1)</u>	\$ 31.68 846,684	D <u>(1)</u> <u>(2)</u>	
Common Stock	04/17/2013		S	(A) 82,322 (D) <u>(2)</u>	\$ 31.68 764,362	D <u>(1)</u> <u>(2)</u>	

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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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				Former 10% Owner
GOODE INVESTORS I LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017				Former 10% Owner
Goode Chuy's Direct Investors, LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017				Former 10% Owner
GOODE PARTNERS CONSUMER FUND I L P C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017				Former 10% Owner

Signatures

/s/ David Oddi, Authorized Signatory of Goode Chuy's Holdings, LLC	04/18/2013
__Signature of Reporting Person	Date
/s/ David Oddi, Authorized Signatory of Goode Chuy's Direct Investors, LLC	04/18/2013
__Signature of Reporting Person	Date
/s/ David Oddi, Authorized Signatory of Goode Investors I LLC	04/18/2013

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__Signature of Reporting Person

Date

/s/ David Oddi, Authorized Signatory of Goode Partners Consumer Fund I,
L.P.

04/18/2013

__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).

(1) Goode Chuy's Holdings, LLC ("Goode Chuy's") sold 2,835,357 shares in a registered public offering on April 17, 2013 (the "Secondary Offering"). After the sale, Goode Chuy's holds 742,796 shares directly. David J. Oddi is a member of Goode Investors I LLC, the general partner of Goode 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. In connection with the completion of the Secondary Offering, Goode Chuy's is no longer subject to Section 16 reporting requirements.

(2) Goode Chuy's Direct Investors, LLC ("Goode Direct") sold 82,322 shares in the Secondary Offering. After the sale, Goode Direct holds 21,566 shares directly. David J. Oddi is a member of Goode Investors I LLC, the general partner of Goode 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. In connection with the completion of the Secondary Offering, Goode Direct is no longer subject to Section 16 reporting requirements.

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.