

DeWitt Randall M
Form 4
March 18, 2019

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 *
DeWitt Randall M

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 RD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

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

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 or Price (A) or (D) | | | |
| Common Stock | 03/15/2019 | | M | 389 | A | \$ 0 (1) 902 | D | |
| Common Stock | 03/15/2019 | | M | 353 | A | \$ 0 (1) 1,255 | D | |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | 03/15/2019 | | A | 1,785 | (2) (2) | Common Stock | 1,785 |
| Restricted Stock Units | \$ 0 (1) | 03/15/2019 | | M | 389 | (3) (3) | Common Stock | 389 |
| Restricted Stock Units | \$ 0 (1) | 03/15/2019 | | M | 353 | (4) (4) | Common Stock | 353 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DeWitt Randall M 1623 TOOMEY RD AUSTIN, TX 78704 | X | | | |

Signatures

Jon W. Howie,
attorney-in-fact

03/18/2019

**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 annual installment vesting on March 15, 2020. Settlement will occur 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.

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- The restricted stock units vest in four equal annual installments with the first annual installment vesting on March 15, 2018. Settlement
- (4) will occur 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.

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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