CHUY'S HOLDINGS, INC.
Form 3
July 23, 2012

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â MY/ZP Equity, LP

(Last) (First) (Middle)

1623 TOOMEY ROAD

(Street)

AUSTIN,Â TXÂ 78704

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
07/23/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer
__X__ Other
(give title below) (specify below)
Member of 10% Owner Group

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Series B Preferred Stock	Â (1)	Â (1)	Common Stock	834,934	$ (1)	D (2)	Â
Series X Preferred Stock	Â (3)	Â (3)	Common Stock	60,604	$ (3)	D (2)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MY/ZP Equity, LP 1623 TOOMEY ROAD AUSTIN,Â TXÂ 78704	Â	Â X	Â	Member of 10% Owner Group

Signatures

/s/ Sharon Russell, attorney-in-fact for Michael Young	07/23/2012
**Signature of Reporting Person	Date
/s/ Sharon Russell, attorney-in-fact for John Zapp	07/23/2012
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) The series B preferred stock of Chuy's Holdings, Inc. (the "Company") will automatically convert on a one-for-one basis into shares of common stock, par value $0.01 per share, of the Company (the "Common Stock") prior to the closing of the Company's initial public offering. Prior to the automatic conversion, a holder may voluntarily convert the series B preferred stock on a one-for-one basis into shares of Common Stock. The series B preferred stock has no expiration date.

(2) Represents shares beneficially owned by MY/ZP Equity, LP ("MY/ZP Equity"), an entity in which Michael R. Young and John A. Zapp are the limited partners. MY/ZP GP, LLC ("MY/ZP GP") is the sole general partner of MY/ZP Equity. Mr. Young, as trustee of the Young Descendants' Trust, and Mr. Zapp are the members of MY/ZP GP and each has voting and dispositive power of the shares and may each be deemed to indirectly beneficially own the shares. Both Mr. Young and Mr. Zapp disclaim beneficial ownership of the shares held by MY/ZP Equity.

(3) The series X preferred stock of the Company will automatically convert on a one-for-one basis into shares of Common Stock prior to the closing of the Company's initial public offering. Prior to the automatic conversion, a holder may voluntarily convert the series X preferred stock on a one-for-one basis into shares of Common Stock. The series X preferred stock has no expiration date.

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Remarks:

ExhibitÂ List:Â Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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