

Young Michael Roger
Form 3
July 23, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

OMB
Number: 3235-0104
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2005
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burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Young Michael Roger

(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

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

(Check all applicable)

☒ Director ☒ 10% Owner

☐ Officer ☒ Other

(give title below) (specify below)

Member of 10% Owner Group

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 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)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

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)

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Series B Preferred Stock	Â (1)	Â (1)	Common Stock	834,934	\$ (1)	I (2)	See Footnote (2)
Series X Preferred Stock	Â (3)	Â (3)	Common Stock	60,604	\$ (3)	I (2)	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Young Michael Roger 1623 TOOMEY ROAD AUSTIN, TX 78704	Â X	Â X	Â	Member of 10% Owner Group

Signatures

/s/ Sharon Russell,
attorney-in-fact

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 Mr. Young is a limited partner. 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, is a member of MY/ZP GP and has voting and dispositive power of the shares and may be deemed to indirectly beneficially own the shares. Mr. Young disclaims 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.

Â

Remarks:

Exhibit List: Â Â Exhibit 24 - Power of Attorney

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.