

CHUY'S HOLDINGS, INC.
Form 4
July 27, 2012

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 *
MY/ZP Equity, LP

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 ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2012

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

AUSTIN, TX 78704

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

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	07/27/2012		C	V	834,934 A \$ 0	834,934	D ⁽¹⁾
Common Stock	07/27/2012		C	V	60,604 A \$ 0	895,538	D ⁽¹⁾

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

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.

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(9-02)

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
Series B Preferred Stock	(2)	07/27/2012		C	834,934	(2) (2)	Common Stock	834,934
Series X Preferred Stock	(3)	07/27/2012		C	60,604	(3) (3)	Common Stock	60,604

Reporting Owners

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

Signatures

MY/ZP Equity, LP, By: MY/ZP GP, LLC, By: /s/ Sharon Russell, attorney-in-fact for Michael Young, By: /s/ Sharon Russell, attorney-in-fact for John Zapp 07/27/2012

__Signature of Reporting Person Date

MY/ZP GP, LLC, By: /s/ Sharon Russell, attorney-in-fact for Michael Young, By: /s/ Sharon Russell, attorney-in-fact for John Zapp 07/27/2012

__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).

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 (1) 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.

(2)

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The series B preferred stock converted into common stock of Chuy's Holdings, Inc. (the "Company") on a one-for-one basis immediately prior to the closing of the Company's initial public offering. The series B preferred stock had no expiration date.

- (3) The series X preferred stock converted into common stock of the Company on a one-for-one basis immediately prior to the closing of the Company's initial public offering. The series X preferred stock had no expiration date.

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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