

Boyd Steven
Form 4
January 29, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ARMISTICE CAPITAL, LLC

2. Issuer Name and Ticker or Trading Symbol
Del Frisco's Restaurant Group, Inc.
[DFRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
510 MADISON AVENUE, 7TH FLOOR,

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2019

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

(Street)
NEW YORK, NY 10022

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 Indirect Beneficial Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	01/25/2019		P		5,000	A	\$ 7.9587	105,000	I	See Footnote (1)
Common Stock	01/25/2019		P		5,000	A	\$ 7.9587	4,533,000	D (2)	
Common Stock	01/25/2019		P		0	A	\$ 0	4,533,000	I	See Footnote (3)
Common Stock	01/25/2019		P		0	A	\$ 0	4,533,000	I	See Footnote

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								(3)
Common Stock	01/25/2019	P	20,000	A	\$ 7.9413	125,000	I	See Footnote (1)
Common Stock	01/25/2019	P	20,000	A	\$ 7.9413	4,553,000	D (2)	
Common Stock	01/25/2019	P	0	A	\$ 0	4,553,000	I	See Footnote (3)
Common Stock	01/25/2019	P	0	A	\$ 0	4,553,000	I	See Footnote (3)
Common Stock	01/25/2019	P	8,779	A	\$ 7.912	133,779	I	See Footnote (1)
Common Stock	01/25/2019	P	8,780	A	\$ 7.912	4,561,780	D (2)	
Common Stock	01/25/2019	P	0	A	\$ 0	4,561,780	I	See Footnote (3)
Common Stock	01/25/2019	P	0	A	\$ 0	4,561,780	I	See Footnote (3)
Common Stock	01/28/2019	P	2,441	A	\$ 7.8793	4,564,221	D (2)	
Common Stock	01/28/2019	P	0	A	\$ 0	4,564,221	I	See Footnote (3)
Common Stock	01/28/2019	P	0	A	\$ 0	4,564,221	I	See Footnote (3)
Common Stock	01/29/2019	P	4,600	A	\$ 7.6739	4,568,821	D (2)	
Common Stock	01/29/2019	P	0	A	\$ 0	4,568,821	I	See Footnote (3)
Common Stock	01/29/2019	P	0	A	\$ 0	4,568,821	I	See Footnote (3)
Common Stock	01/29/2019	P	4,221	A	\$ 7.6354	138,000	I	See Footnote (1)
	01/29/2019	P	1,179	A		4,570,000	D (2)	

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Common Stock					\$ 7.8456				
Common Stock	01/29/2019		P	0	A	\$ 0	4,570,000	I	See Footnote (3)
Common Stock	01/29/2019		P	0	A	\$ 0	4,570,000	I	See Footnote (3)

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

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SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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

ARMISTICE CAPITAL, LLC
510 MADISON AVENUE, 7TH FLOOR
NEW YORK, NY 10022

X

Armistice Capital Master Fund Ltd.
C/O DMS CORPORATE SERVICES LTD.
20 GENESIS CLOSE, P.O. BOX 314
GRAND CAYMAN, E9 KY1-1104

X

Boyd Steven
C/O ARMISTICE CAPITAL, LLC
510 MADISON AVENUE, 7TH FLOOR

X

NEW YORK, NY 10022

Signatures

Armistice Capital, LLC, By: /s/ Steven Boyd, Managing Member	01/29/2019
__Signature of Reporting Person	Date
/s/ Steven Boyd	01/29/2019
__Signature of Reporting Person	Date
Armistice Capital Master Fund Ltd., By: /s/ Steven Boyd, Director	01/29/2019
__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) The reported securities are directly owned by a separately managed account client of Armistice Capital, LLC ("Armistice Capital"), and may be deemed to be indirectly beneficially owned by Armistice Capital as the investment manager of such client. The reported securities may also be deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital. Armistice Capital and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (2) The reported securities are directly owned by Armistice Capital Master Fund Ltd.
- The reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands corporation, and may be deemed to be indirectly beneficially owned by Armistice Capital, as the investment manager of Armistice Capital Master Fund Ltd. The reported securities may also be deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital, LLC and
- (3) Director of Armistice Capital Master Fund Ltd. Armistice Capital and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.