ARMISTICE CAPITAL, LLC

Form 4

March 15, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(First)

(Street)

(Middle)

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

Director Officer (give title below)

X__ 10% Owner _ Other (specify

510 MADISON AVENUE, 7TH FLOOR,

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

03/12/2019

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

Issuer

NEW YORK, NY 10022

| (City) | (State) | (Zip) Tabl | e I - Non-E | Derivative S | ecuriti | ies Acqu | ired, Disposed of | f, or Beneficial | ly Owned |
|--------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|-----------------------------------------------|---------|-------------|------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securitie or(A) or Disp (Instr. 3, 4 | osed o | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common | 02/12/2010 | | Code V | Amount | (D) | Price \$ | (Instr. 3 and 4) | D (2) | |
| Stock | 03/12/2019 | | Р | 50,000 | A | 8.01 (3) | 4,650,000 | D (2) | |
| Common Stock | 03/12/2019 | | P | 0 | A | \$0 | 4,650,000 | Ι | See Footnote (2) |
| Common Stock | 03/13/2019 | | P | 10,000 | A | \$ 7.96 | 170,000 | I | See Footnote (1) |
| Common | 03/13/2019 | | P | 10,000 | A | \$ | 180,000 | I | See |

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| Stock | | | | | 7.95 | | | Footnote (1) |
|-----------------|------------|---|---------|---|-------------------|-----------|-------|------------------|
| Common Stock | 03/13/2019 | P | 50,000 | A | \$ 7.9 (4) | 4,700,000 | D (2) | |
| Common Stock | 03/13/2019 | P | 0 | A | \$0 | 4,700,000 | I | See Footnote |
| Common Stock | 03/14/2019 | P | 20,000 | A | \$ 7.2 | 200,000 | I | See Footnote |
| Common Stock | 03/14/2019 | P | 100,000 | A | \$ 7.23 (5) | 4,800,000 | D (2) | |
| Common Stock | 03/14/2019 | P | 0 | A | \$0 | 4,800,000 | I | See Footnote (2) |
| Common Stock | 03/15/2019 | P | 331,000 | A | \$ 7.02 (6) | 5,131,000 | D (2) | |
| Common Stock | 03/15/2019 | P | 0 | A | \$ 0 | 5,131,000 | I | See Footnote |

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned $(e.g., \, \mathrm{puts}, \, \mathrm{calls}, \, \mathrm{warrants}, \, \mathrm{options}, \, \mathrm{convertible} \, \mathrm{securities})$

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Tit | le and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|--------|------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Unde | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr | . 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | _ | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

9. Nu

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|--|--|
| copyrous o made radia sub | 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 NEW YORK, NY 10022 | | X | | | | |

Signatures

| Armistice Capital Member | , LLC, By: /s/ Steven Boyd, Managing | 03/15/2019 |
|-------------------------------|----------------------------------------|------------|
| | **Signature of Reporting Person | Date |
| Armistice Capital Director | Master Fund Ltd., By: /s/ Steven Boyd, | 03/15/2019 |
| | **Signature of Reporting Person | Date |
| /s/ Steven Boyd | | 03/15/2019 |
| | **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).

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.
 - The reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands corporation (the "Master Fund"), and may be deemed to be indirectly beneficially owned by Armistice Capital, as the investment manager of the Master Fund. 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.
- This constitutes the weighted average purchase price. The prices range from \$7.99 to \$8.06. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$7.87 to \$7.96. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

Reporting Owners 3

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- This constitutes the weighted average purchase price. The prices range from \$6.99 to \$7.74. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- This constitutes the weighted average purchase price. The prices range from \$6.97 to \$7.15. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

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.