

ARMISTICE CAPITAL, LLC
 Form 4
 March 15, 2019

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 *
 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,
 (Street)
 NEW YORK, NY 10022
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2019
 4. If Amendment, Date Original Filed(Month/Day/Year)

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)
 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 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)	Price			
							\$			
Common Stock	03/12/2019		P		50,000	A	8.01 (3)	4,650,000	D (2)	
Common Stock	03/12/2019		P		0	A	\$ 0	4,650,000	I	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 (2)
Common Stock	03/14/2019		P	20,000	A	\$ 7.2	200,000	I	See Footnote (1)
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 (2)

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

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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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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(5) 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.

(6) 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.

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