

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 \*  
J.P. MORGAN U.S. DIRECT  
CORPORATE FINANCE INSTL  
INVTS III LLC

(Last) (First) (Middle)

270 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CHUY'S HOLDINGS, INC.  
[CHUY]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (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 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 Amount \$ 0	222,626	D <sup>(1)</sup>	

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)**

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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 X Preferred Stock	(2)	07/27/2012		C	222,626	(2) (2)	Common Stock	222,626

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J.P. MORGAN U.S. DIRECT CORPORATE FINANCE INSTL INVTS III LLC 270 PARK AVENUE NEW YORK, NY 10017		X		Member of 10% Owner Group
522 FIFTH AVENUE FUND, L.P. 270 PARK AVENUE NEW YORK, NY 10017		X		Member of 10% Owner Group

## Signatures

J.P. Morgan U.S. Direct Corporate Finance Institutional Investors III LLC, By: J. P. Morgan Investment Management Inc., its investment advisor, By: /s/ Ashmi Mehrotra Name: Ashmi Mehrotra Title: Executive Director 07/27/2012  
 \_\_Signature of Reporting Person Date

522 Fifth Avenue Fund, L.P., By: J. P. Morgan Investment Management Inc., its investment advisor, By: /s/ Ashmi Mehrotra Name: Ashmi Mehrotra Title: Executive Director 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).
- (1) Represents 220,400 shares and 2,226 shares held directly by J.P Morgan U.S. Direct Corporate Finance Institutional Investors III LLC and 522 Fifth Avenue Fund, L.P., respectively.
- (2) The series X 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 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. 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.