

CHUY'S HOLDINGS, INC.
Form 3
July 23, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Goode Chuy's Holdings, LLC		(Month/Day/Year)	CHUY'S HOLDINGS, INC. [CHUY]	
(Last)	(First)	(Middle)	07/23/2012	
C/O GOODE PARTNERS LLC, Â 767 THIRD AVENUE, 22ND FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner		
	<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Other		
	(give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line)	
	Member of 10% Owner Group		<input type="checkbox"/> Form filed by One Reporting Person	
NEW YORK, Â NY Â 10017			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	7,667,768	\$ (1)	D (2)	Â
Series X Preferred Stock	Â (3)	Â (3)	Common Stock	222,627	\$ (3)	D (4)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goode Chuy's Holdings, LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017	Â	Â X	Â	Member of 10% Owner Group
Goode Chuy's Direct Investors, LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017	Â	Â X	Â	Member of 10% Owner Group
GOODE INVESTORS I LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017	Â	Â X	Â	Member of 10% Owner Group
GOODE PARTNERS CONSUMER FUND I L P C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017	Â	Â X	Â	Member of 10% Owner Group

Signatures

/s/ Sharon Russell, attorney-in-fact for Goode Chuy's Holdings, LLC	07/23/2012
__Signature of Reporting Person	Date
/s/ Sharon Russell, attorney-in-fact for Goode Chuy's Direct Investors, LLC	07/23/2012
__Signature of Reporting Person	Date
/s/ Sharon Russell, attorney-in-fact for Goode Investors I LLC	07/23/2012
__Signature of Reporting Person	Date
/s/ Sharon Russell, attorney-in-fact for Goode Partners Consumer Fund I, L.P.	07/23/2012
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) The series A preferred stock of Chuy's Holdings, Inc. (the "Company") will automatically convert on a one-for-one basis into shares of common stock, par value \$0.01 per share, of the Company (the "Common Stock") prior to the closing of the Company's initial public offering. Prior to the automatic conversion, a holder may voluntarily convert the series A preferred stock on a one-for-one basis into shares of Common Stock. The series A preferred stock has no expiration date.

- (2) Represents shares held directly by Goode Chuy's Holdings, LLC ("Goode Chuy's"). Jose Ferreira, Jr. and David J. Oddi are members of Goode Investors I LLC, the general partner of Goode Partners Consumer Fund I, L.P., which is the managing director of Goode Chuy's. Messrs. Ferreira and Oddi may be deemed to indirectly beneficially own the shares held by Goode Chuy's because of their affiliation with Goode Chuy's but disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.

- (3) The series X preferred stock of the Company will automatically convert on a one-for-one basis into Common Stock prior to the closing of the Company's initial public offering. Prior to the automatic conversion, a holder may voluntarily convert the series X preferred stock on a one-for-one basis into shares of Common Stock. The series X preferred stock has no expiration date.

- (4) Represents shares held directly by Goode Chuy's Direct Investors, LLC ("Goode Direct"). Jose Ferreira, Jr. and David J. Oddi are members of Goode Investors I LLC, the general partner of Goode Partners Consumer Fund I, L.P., which is the majority unitholder of Goode Direct. Messrs. Ferreira and Oddi may be deemed to indirectly beneficially own the shares held by Goode Direct because of their affiliation with Goode Direct but disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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