

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MY/ZP Equity, LP</u>  (Last) (First) (Middle) <u>1623 TOOMEY ROAD</u>  (Street) <u>AUSTIN TX 78704</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHUY'S HOLDINGS, INC. [ CHUY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Member of 10% Owner Group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/27/2012</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	07/27/2012		C		834,934	A	\$0	834,934	D <sup>(1)</sup>	
Common Stock	07/27/2012		C		60,604	A	\$0	895,538	D <sup>(1)</sup>	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series B Preferred Stock	(2)	07/27/2012		C			834,934	(2)	(2)	Common Stock	834,934	\$0	0	D <sup>(1)</sup>	
Series X Preferred Stock	(3)	07/27/2012		C			60,604	(3)	(3)	Common Stock	60,604	\$0	0	D <sup>(1)</sup>	

1. Name and Address of Reporting Person\*  
MY/ZP Equity, LP  
  
 (Last) (First) (Middle)  
1623 TOOMEY ROAD  
  
 (Street)  
AUSTIN TX 78704  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

MY/ZP GP, LLC

(Last) (First) (Middle)  
1623 TOOMEY ROAD

(Street)  
AUSTIN TX 78704

(City) (State) (Zip)

**Explanation of Responses:**

1. Represents shares beneficially owned by MY/ZP Equity, LP ("MY/ZP Equity"), an entity in which Michael R. Young and John A. Zapp are the limited partners. MY/ZP GP, LLC ("MY/ZP GP") is the sole general partner of MY/ZP Equity. Mr. Young, as trustee of the Young Descendants' Trust, and Mr. Zapp are the members of MY/ZP GP and each has voting and dispositive power of the shares and may each be deemed to indirectly beneficially own the shares. Both Mr. Young and Mr. Zapp disclaim beneficial ownership of the shares held by MY/ZP Equity.
2. The series B 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 B preferred stock had no expiration date.
3. The series X preferred stock converted into common stock of 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.

MY/ZP Equity, LP, By:  
MY/ZP GP, LLC, By: /s/  
Sharon Russell, attorney-in-  
fact for Michael Young, By: 07/27/2012  
/s/ Sharon Russell, attorney-  
in-fact for John Zapp  
MY/ZP GP, LLC, By: /s/  
Sharon Russell, attorney-in-  
fact for Michael Young, By: 07/27/2012  
/s/ Sharon Russell, attorney-  
in-fact for John Zapp

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**