

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>Young Michael Roger</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) <input checked="" type="checkbox"/> 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	I <sup>(1)</sup>	See footnote <sup>(1)</sup>
Common Stock	07/27/2012		C		60,604	A	\$0	895,538	I <sup>(1)</sup>	See footnote <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	Amount or Number of Shares				
Series B Preferred Stock	(2)	07/27/2012		C		834,934		(2)	(2)	Common Stock	834,934	\$0	0	I <sup>(1)</sup>	See footnote <sup>(1)</sup>
Series X Preferred Stock	(3)	07/27/2012		C		60,604		(3)	(3)	Common Stock	60,604	\$0	0	I <sup>(1)</sup>	See footnote <sup>(1)</sup>

**Explanation of Responses:**

- Represents shares beneficially owned by MY/ZP Equity, LP ("MY/ZP Equity"), an entity in which Mr. Young is a limited partner. 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, is a member of MY/ZP GP and has voting and dispositive power of the shares and may be deemed to indirectly beneficially own the shares. Mr. Young disclaims beneficial ownership of the shares held by MY/ZP Equity.
- 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.
- 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.

/s/ Sharon Russell, attorney-in-fact 07/27/2012

\*\* 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.