

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

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>Goode Chuy's Holdings, LLC</u> (Last) (First) (Middle) <u>C/O GOODE PARTNERS LLC</u> <u>767 THIRD AVENUE, 22ND FLOOR</u> (Street) <u>NEW YORK NY 10017</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		7,667,768	A	\$0	7,667,768	D ⁽¹⁾	
Common Stock	07/27/2012		C		222,627	A	\$0	7,890,395	D ⁽¹⁾⁽²⁾	

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 A Preferred Stock	\$0	07/27/2012		C		7,667,768		(3)	(3)	Common Stock	7,667,768	\$0	0	D ⁽¹⁾	
Series X Preferred Stock	\$0	07/27/2012		C		222,627		(4)	(4)	Common Stock	222,627	\$0	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
Goode Chuy's Holdings, LLC

 (Last) (First) (Middle)
C/O GOODE PARTNERS LLC
767 THIRD AVENUE, 22ND FLOOR

 (Street)
NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
Goode Chuy's Direct Investors, LLC		
(Last)	(First)	(Middle)
C/O GOODE PARTNERS LLC		
767 THIRD AVENUE, 22ND FLOOR		
(Street)		
NEW YORK	NY	10017
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
GOODE INVESTORS I LLC		
(Last)	(First)	(Middle)
C/O GOODE PARTNERS LLC		
767 THIRD AVENUE, 22ND FLOOR		
(Street)		
NEW YORK	NY	10017
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
GOODE PARTNERS CONSUMER FUND I LP		
(Last)	(First)	(Middle)
C/O GOODE PARTNERS LLC		
767 THIRD AVENUE, 22ND FLOOR		
(Street)		
NEW YORK	NY	10017
(City) (State) (Zip)		

Explanation of Responses:

1. Represents 7,667,768 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.
2. Represents 222,627 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.
3. The series A 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 A preferred stock had no expiration date.
4. 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.

<u>/s/ Sharon Russell, attorney-in-fact for Goode Chuy's Holdings, LLC</u>	<u>07/27/2012</u>
<u>/s/ Sharon Russell, attorney-in-fact for Goode Chuy's Direct Investors, LLC</u>	<u>07/27/2012</u>
<u>/s/ Sharon Russell, attorney-in-fact for Goode Investors I LLC</u>	<u>07/27/2012</u>
<u>/s/ Sharon Russell, attorney-in-fact for Goode Partners Consumer Fund I, L.P.</u>	<u>07/27/2012</u>
** 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.