

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>J.P. MORGAN U.S. DIRECT CORPORATE FINANCE INSTL INVTS III LLC</u> (Last) (First) (Middle) <u>270 PARK AVENUE</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		222,626	A	\$0	222,626	D ⁽¹⁾	

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 X Preferred Stock	(2)	07/27/2012		C			222,626	(2)	(2)	Common Stock	222,626	\$0	0	D ⁽¹⁾	

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)

1. Name and Address of Reporting Person*

522 FIFTH AVENUE FUND, L.P.

(Last) (First) (Middle)

270 PARK AVENUE

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

Explanation of Responses:

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.

J.P. Morgan U.S. Direct
Corporate Finance
Institutional Investors III LLC,
By: J. P. Morgan Investment
Management Inc., its 07/27/2012
investment advisor, By: /s/
Ashmi Mehrotra Name: Ashmi
Mehrotra Title: Executive
Director
522 Fifth Avenue Fund, L.P.,
By: J. P. Morgan Investment
Management Inc., its
investment advisor, By: /s/ 07/27/2012
Ashmi Mehrotra Name: Ashmi
Mehrotra Title: Executive
Director

** 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.