

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

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

**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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Common Stock	7,667,768	\$ (1)	I (2)	See Footnote (2)
Series X Preferred Stock	(3)	(3)	Common Stock	222,627	\$ (3)	I (4)	See Footnote (4)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODDI DAVID C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017	X	X		Member of 10% Owner Group

**Signatures**

/s/ Sharon Russell, attorney-in-fact	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).

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 (1) 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.

Represents shares held directly by Goode Chuy's Holdings, LLC ("Goode Chuy's"). Mr. Oddi is a member of Goode Investors I LLC, the general partner of Goode Partners (2) Consumer Fund I, L.P., which is the managing director of Goode Chuy's. Mr. Oddi may be deemed to indirectly beneficially own the shares held by Goode Chuy's because of his affiliation with Goode Chuy's but disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interests therein.

The series X preferred stock of the Company will automatically convert on a one-for-one basis into shares of 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.

Represents shares held directly by Goode Chuy's Direct Investors, LLC ("Goode Direct"). Mr. Oddi is a member of Goode Investors I LLC, the general partner of Goode Partners Consumer Fund I, L.P., which is the majority unitholder of Goode Direct. Mr. Oddi may be deemed to indirectly beneficially own the shares held by Goode Direct because of his affiliation with Goode Direct but disclaims beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.

**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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Jon W. Howie, Sharon A. Russell and Susan Kittrell signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Chuy's Holdings, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The execution by the undersigned of this Power of Attorney hereby expressly revokes and terminates any powers of attorney previously granted by the undersigned relating to Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of June 14, 2012.

/s/ David J. Oddi

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Name: David J. Oddi