

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Goode Chuy's Holdings, LLC <small>(Last) (First) (Middle)</small> C/O GOODE PARTNERS LLC, 767 THIRD AVENUE, 22ND FLOOR <small>(Street)</small> NEW YORK, NY 10017 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol CHUY'S HOLDINGS, INC. [CHUY] 3. Date of Earliest Transaction (Month/Day/Year) 07/27/2012 4. If Amendment, Date Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Member of 10% Owner Group 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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)	

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

SEC 1474 (9-02)
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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 Underlying Securities (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 of Derivative Security: 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)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goode Chuy's Holdings, LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017		X		Member of 10% Owner Group
Goode Chuy's Direct Investors, LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017		X		Member of 10% Owner Group
GOODE INVESTORS I LLC C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017		X		Member of 10% Owner Group
GOODE PARTNERS CONSUMER FUND I L P C/O GOODE PARTNERS LLC 767 THIRD AVENUE, 22ND FLOOR NEW YORK, NY 10017		X		Member of 10% Owner Group

Signatures

/s/ Sharon Russell, attorney-in-fact for Goode Chuy's Holdings, LLC		07/27/2012
**Signature of Reporting Person		Date
/s/ Sharon Russell, attorney-in-fact for Goode Chuy's Direct Investors, LLC		07/27/2012
**Signature of Reporting Person		Date
/s/ Sharon Russell, attorney-in-fact for Goode Investors I LLC		07/27/2012
**Signature of Reporting Person		Date
/s/ Sharon Russell, attorney-in-fact for Goode Partners Consumer Fund I, L.P.		07/27/2012
**Signature of Reporting Person		Date

Explanation of Responses:

* 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).

- 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
- (1) 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.
- 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
- (2) 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.

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

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