

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* J.P. MORGAN U.S. DIRECT CORPORATE FINANCE INSTL INVTS III LLC		2. Issuer Name and Ticker or Trading Symbol CHUY'S HOLDINGS, INC. [CHUY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ X 10% Owner Officer (give title below) _____ X Other (specify below)	
(Last) 270 PARK AVENUE	(First) NEW YORK, NY 10017	(Middle) NEW YORK, NY 10017	3. Date of Earliest Transaction (Month/Day/Year) 07/27/2012		Member of 10% Owner Group
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ X Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	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)	

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J.P. MORGAN U.S. DIRECT CORPORATE FINANCE INSTL INVTS III LLC 270 PARK AVENUE NEW YORK, NY 10017		X		Member of 10% Owner Group
522 FIFTH AVENUE FUND, L.P. 270 PARK AVENUE NEW YORK, NY 10017		X		Member of 10% Owner Group

Signatures

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

(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.

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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