

# FORM 4

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

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 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 * MY/ZP Equity, LP		2. Issuer Name and Ticker or Trading Symbol CHUY'S HOLDINGS, INC. [CHUY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)	
(Last) 1623 TOOMEY ROAD	(First) 	(Middle) 	3. Date of Earliest Transaction (Month/Day/Year) 01/30/2013		See Remarks
(Street) AUSTIN, TX 78704		4. If Amendment, Date Original Filed(Month/Day/Year)		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	
(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	01/30/2013		S		477,637	D	\$ 24	417,901	D (1) (2)	

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					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MY/ZP Equity, LP 1623 TOOMEY ROAD AUSTIN, TX 78704				See Remarks
MY/ZP GP, LLC 1623 TOOMEY ROAD AUSTIN, TX 78704				See Remarks

## Signatures

MY/ZP Equity, LP, By: MY/ZP GP, LLC, By: /s/ Sharon Russell, attorney-in-fact for Michael Young, By: /s/ Sharon Russell, attorney-in-fact for John Zapp	01/31/2013
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\*Signature of Reporting Person

Date

MY/ZP GP, LLC, By: /s/ Sharon Russell, attorney-in-fact for Michael Young, By: /s/ Sharon Russell, attorney-in-fact for John Zapp

01/31/2013

—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).

MY/ZP Equity, LP ("MY/ZP Equity"), an entity in which Michael R. Young and John A. Zapp are the limited partners, sold 477,637 shares in a registered public offering on January 30, 2013 (the "Secondary Offering"). After the sale, MY/ZP Equity holds 417,901 shares directly. MY/ZP GP, LLC ("MY/ZP GP") is the sole general partner of

(1) MY/ZP Equity. Mr. Young, as trustee of the Young Descendants' Trust, and Mr. Zapp are the members of MY/ZP GP and each has voting and dispositive power of the shares and may each be deemed to indirectly beneficially own the shares. Both Mr. Young and Mr. Zapp disclaim beneficial ownership of the shares held by MY/ZP Equity. (Continued to footnote 2)

In connection with the initial public offering of shares of common stock of Chuy's Holdings, Inc. (the "Company"), MY/ZP Equity entered into a Voting Agreement, dated July 9, 2012 (the "Voting Agreement") with the Company, Goode Chuy's Holdings, LLC, Goode Chuy's Direct Investors, LLC, J.P. Morgan U.S. Direct Corporate Finance

(2) Institutional Investors III LLC and 522 Fifth Avenue Fund, L.P. As a result of the Voting Agreement, each party thereto may have been deemed to beneficially own all of the shares of common stock of the parties to the Voting Agreement. Pursuant to the terms of the Voting Agreement, the Voting Agreement terminates once the parties thereto no longer own 50% of the outstanding common stock of the Company. In connection with the Secondary Offering, the Voting Agreement terminated and MY/ZP Equity is no longer subject to Section 16 reporting requirements.

### Remarks:

Former Member of 10% Owner Group

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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