

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

**Post-Effective Amendment No. 1**  
to  
**FORM S-1**  
**REGISTRATION STATEMENT**  
under  
**The Securities Act of 1933**

**Chuy's Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**5812**  
(Primary Standard Industrial  
Classification Code Number)

**20-5717694**  
(I.R.S. Employer  
Identification Number)

**1623 Toomey Rd.**  
**Austin, Texas 78704**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Steven J. Hislop**  
**President and Chief Executive Officer**  
**Chuy's Holdings, Inc.**  
**1623 Toomey Road**  
**Austin, Texas 78704**  
**(512) 473-2783**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Charles T. Haag, Esq.**  
**Jones Day**  
**2727 N. Harwood Street**  
**Dallas, Texas 75201**  
**Telephone: (214) 220-3939**  
**Facsimile: (214) 969-5100**

**Marc D. Jaffe, Esq.**  
**Ian D. Schuman, Esq.**  
**Latham & Watkins LLP**  
**885 3rd Avenue**  
**New York, New York 10022**  
**Telephone: (212) 906-1200**  
**Facsimile: (212) 751-4864**

**Approximate date of commencement of proposed sale to the public:**  
As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No.: 333-176097

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Form S-1 Registration Statement (File No. 333-176097) is filed pursuant to Rule 462(d) solely to add exhibits not previously filed with respect to such Registration Statement.

PART II: INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and financial statement schedules.

(a) Exhibits

EXHIBIT NUMBER	DESCRIPTION
†1.1	Form of Underwriting Agreement
†3.1	Amended and Restated Certificate of Incorporation as of the close of this offering
†3.2	Amended and Restated Bylaws as of the close of this offering
†4.1	Form of Common Stock Certificate
†4.2	Amended and Restated Stockholders Agreement, dated May 4, 2010, by and among Chuy's Holdings, Inc., MY/ZP Equity, LP, Goode Chuy's Holdings, LLC, Goode Chuy's Direct Investors, LLC, J.P. Morgan U.S. Direct Corporate Finance Institutional Investors III LLC, 522 Fifth Avenue Fund, L.P., and certain other stockholders, optionholders and permitted transferees
†4.3	Amendment to Amended and Restated Stockholders Agreement, dated July 9, 2012, by and among Chuy's Holdings, Inc., MY/ZP Equity, LP, Goode Chuy's Holdings, LLC, Goode Chuy's Direct Investors, LLC, J.P. Morgan U.S. Direct Corporate Finance Institutional Investors III LLC, 522 Fifth Avenue Fund, L.P., and certain other stockholders, optionholders and permitted transferees
5.1	Opinion of Jones Day
†10.1	Credit Agreement, dated May 24, 2011, by and among Chuy's Opco, Inc., as borrower, subsidiaries of Chuy's Holdings, Inc., as guarantors, the lenders party thereto, General Electric Capital Corporation, as syndication agent, and GCI Capital Markets LLC, as administrative agent and sole bookrunner
†10.2	Employment Agreement, dated July 9, 2007, between Chuy's Opco, Inc. and Steven J. Hislop
†10.3	Chuy's Holdings, Inc. 2012 Omnibus Equity Incentive Plan
†10.4	Form of Restricted Share Agreement (2012 Omnibus Equity Incentive Plan)
†10.5	Form of Option Agreement (2012 Omnibus Equity Incentive Plan)
†10.6	Chuy's Holdings, Inc. 2006 Stock Option Plan
†10.7	Form of Stock Option Award Agreement (2006 Stock Option Plan)
†10.8	Form of Director and Officer Indemnification Agreement
†10.9	Letter Agreement regarding Arbor Trails Chuy's, dated November 7, 2006, by and between Chuy's Opco, Inc. and Three Star Management, Ltd.
†10.10	Recipe License Agreement, dated November 7, 2006, by and between Chuy's Opco, Inc. and MY/ZP IP Group, Ltd.
†10.11	Banana Peel Software License Agreement, dated November 7, 2006, by and between Chuy's Opco, Inc. and Banana Peel, LLC
†10.12	Cross-Marketing License Agreement, dated November 7, 2006, by and between Chuy's Opco, Inc. and MY/ZP IP Group, Ltd.
†10.13	Management Agreement, dated November 7, 2006, by and between Chuy's Opco, Inc. and Three Star Management, Ltd.
†10.14	Management System License Agreement, dated November 7, 2006, by and between Chuy's Opco, Inc. and MY/ZP IP Group, Ltd.
†10.15	Parade Sponsorship Agreement, dated November 7, 2006, by and between Chuy's Opco, Inc. and MY/ZP IP Group, Ltd.

EXHIBIT NUMBER	DESCRIPTION
†10.16	Settlement Agreement, dated June 15, 2011, among Chuy's Holdings, Inc., Goode Partners LLC, the Shackelford Affiliates and Goode Consumer Fund I, L.P.
†10.17	Promissory Note, dated November 7, 2006, between Chuy's Opco, Inc. and Three Star Management, Ltd.
†10.18	Form of Chuy's Holdings, Inc.'s 2009 Common Stock Subscription Agreement
†10.19	Form of Chuy's Holdings, Inc.'s 2010 Common Stock Subscription Agreement
†10.20	Form of Chuy's Holdings, Inc.'s 2010 Series X Preferred Stock Subscription Agreement
†10.21	Form of License Exercisable Upon Event of Default Under Lease Agreement
†10.22	Advisory Agreement, dated November 7, 2006, between Chuy's Opco, Inc. and Goode Partners LLC
†10.23	Lease Agreement, dated November 7, 2006, between Young Zapp Graceland, Ltd. and Chuy's Opco, Inc.
†10.24	Lease Agreement, dated January 1, 2002, between Young Zapp North Lamar, Ltd. and Chuy's Opco, Inc., as amended, modified and assigned
†10.25	Lease Agreement, dated November 1, 1998, between Young-Zapp Joint Venture II and Chuy's Opco, Inc., as amended, modified and assigned
†10.26	Lease Agreement, dated November 19, 1996, between Young Zapp Joint Venture-IV and Chuy's Opco, Inc., as amended, modified and assigned
†10.27	Lease Agreement, dated January 22, 2001, between Young Zapp JVRR, Ltd. and Chuy's Opco, Inc., as amended, modified and assigned
†10.28	Lease Agreement, dated June 1, 2003, between Young Zapp Shenandoah, Ltd. and Chuy's Opco, Inc., as amended, modified and assigned
†10.29	Lease Agreement, dated April 22, 2008, between Young Zapp Arbor Trails, Ltd. and Chuy's Opco, Inc.
†10.30	Form of Right to Repurchase Agreement
†10.31	Employment Agreement, dated November 16, 2011, between Chuy's Holdings, Inc., Chuy's Opco, Inc. and Steven J. Hislop
†10.32	Employment Agreement, dated November 16, 2011, between Chuy's Holdings, Inc., Chuy's Opco, Inc. and Jon W. Howie
†10.33	Form of Employment Agreement, between Chuy's Holdings, Inc., Chuy's Opco, Inc. and certain employees
†10.34	Chuy's Holdings, Inc. Senior Management Incentive Plan
†10.35	Consent and First Amendment to Credit Agreement, dated as of March 21, 2012, by and among Chuy's Opco, Inc., as borrower, the persons designated on the signature pages thereto as guarantors, the lenders party thereto and GCI Capital Markets LLC, as administrative agent for all lenders
†10.36	Agreement Relating to Termination of Advisory Agreement, dated as of March 21, 2012, between Chuy's Opco, Inc. and Goode Partners LLC
†10.37	Chuy's Holdings, Inc. Amended and Restated 2006 Stock Option Plan
†10.38	Voting Agreement, dated July 9, 2012, by and among Goode Chuy's Holdings, LLC, MY/ZP Equity, LP, Goode Chuy's Direct Investors, LLC, J.P. Morgan U.S. Direct Corporate Finance Institutional Investors III LLC and 522 Fifth Avenue Fund, L.P.
†21.1	Subsidiaries of Chuy's Holdings, Inc.
†23.1	Consent of McGladrey LLP
23.2	Consent of Jones Day (included in Exhibit 5.1)
†24.1	Power of Attorney
†99.1	Consent of Technomic, Inc.
†99.2	Cover Page

† Previously filed



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† Previously filed

JONES DAY

2727 North Harwood Street • Dallas, Texas 75201-1515 • Mailing Address: P.O. Box 660623 • Dallas, Texas 75266-0623  
TELEPHONE: (214) 220-3939 • FACSIMILE: (214) 969-5100

July 27, 2012

Chuy’s Holdings, Inc.  
1623 Toomey Rd.  
Austin, Texas 78704

Re: Registration Statement on Form S-1, as amended (No. 333-176097)  
Relating to the Initial Public Offering of up to  
6,708,332 shares of Common Stock of Chuy’s Holdings, Inc.

Ladies and Gentlemen:

We are acting as counsel for Chuy’s Holdings, Inc., a Delaware corporation (the “Company”), in connection with the initial public offering and sale by the Company of up to 6,708,332 shares (the “Shares”) of common stock, par value \$0.01 per share, pursuant to the Underwriting Agreement, dated July 23, 2012 (the “Underwriting Agreement”), entered into by and among the Company and Jefferies & Company, Inc. and Robert W. Baird & Co. Incorporated, acting as the representatives of the several underwriters named in Schedule A thereto.

In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based upon the foregoing and subject to the further assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued and delivered pursuant to the Underwriting Agreement against payment of the consideration therefor as provided in the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, and we express no opinion as to the effect of any other law of the State of Delaware or the laws of any other jurisdiction.

ALKHOBAR • ATLANTA • BEIJING • BOSTON • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS • DALLAS • DUBAI  
FRANKFURT • HONG KONG • HOUSTON • IRVINE • JEDDAH • LONDON • LOS ANGELES • MADRID • MEXICO CITY  
MILAN • MOSCOW • MUNICH • NEW DELHI • NEW YORK • PARIS • PITTSBURGH • RIYADH  
SAN DIEGO • SAN FRANCISCO • SHANGHAI • SILICON VALLEY • SINGAPORE • SYDNEY • TAIPEI • TOKYO • WASHINGTON



Chuy's Holdings, Inc.  
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We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-1, as amended (No. 333-176097) (the "Registration Statement"), filed by the Company to effect registration of the Shares under the Securities Act of 1933 (the "Act") and to the reference to us under the caption "Legal Matters" in the prospectus constituting a part of such Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day