

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 10, 2024

CHUY'S HOLDINGS, INC.

(Exact Name Of Registrant As Specified In Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35603
(Commission
File Number)

20-5717694
(IRS Employer
Identification No.)

**1623 Toomey Rd.
Austin, Texas 78704**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(512) 473-2783**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	CHUY	Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

A special meeting (the “*Special Meeting*”) of the stockholders of Chuy’s Holdings, Inc., a Delaware corporation (the “*Company*”), was held at 9:00 a.m. Central Time, on October 10, 2024, to consider and vote upon the proposals described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission (the “*SEC*”) on September 5, 2024 as supplemented on September 30, 2024 (as supplemented, the “*Proxy Statement*”). As disclosed in the Proxy Statement, as of the close of business on August 30, 2024, the record date for the Special Meeting, there were 17,232,538 shares of the Company’s common stock, par value \$0.01 per share, outstanding and entitled to vote at the Special Meeting. The final voting results for each of the proposals submitted to a vote of stockholders at the Special Meeting, each of which is described in detail in the Proxy Statement, are as follows:

Proposal No. 1: Merger Proposal. The proposal to adopt the Agreement and Plan of Merger, dated as of July 17, 2024 (the “*Merger Agreement*”), by and among the Company, Darden Restaurants, Inc. (“*Darden*”), and Cheetah Merger Sub Inc., pursuant to which the Company would be acquired by way of a merger and become an indirect, wholly-owned subsidiary of Darden (the “*Merger*”), was approved. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
15,055,082	5,279	25,500	0

Proposal No. 2: Advisory Compensation Proposal. The proposal to approve, on a non-binding, advisory basis, certain compensation that may be paid or become payable to the Company’s named executive officers in connection with the Merger, was approved. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
14,674,462	395,909	15,490	0

Proposal No. 3: Adjournment Proposal. The proposal to approve one or more adjournments of the Special Meeting to a later date or dates if necessary or appropriate to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting, was approved. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
13,962,112	1,096,853	26,896	0

Although Proposal 3 was approved, adjournment of the Special Meeting was not necessary or appropriate because the Company’s stockholders approved Proposal No. 1 to adopt the Merger Agreement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHUY'S HOLDINGS, INC.

By: /s/ Jon W. Howie
Jon W. Howie
Vice President and Chief Financial Officer

Date: October 10, 2024