

# 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*<br><b>Mohseni Saed</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>CHUY'S HOLDINGS, INC. [CHUY]</b>      |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/07/2017</b>                   |  |  |   |  |  |
| 1623 TOOMEY ROAD  |         |          |   |  |  |   |  |  |
| (Street)  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| AUSTIN, TX 78704  |         |          |   |  |  |   |  |  |
| (City) (State) (Zip)  |         |          | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |   |  |  |

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |             | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|---|---|-----------------------------------|---|--|------------|-------------|--|---|--|
|                                    |   |   | Code                              | V | Amount   | (A) or (D) | Price       |  |   |  |
| Common Stock                       | 03/07/2017                              |   | M                                 |   | 215  | A          | \$ 0<br>(1) | 1,077  | D   |  |
| Common Stock                       | 03/07/2017                              |   | M                                 |   | 433  | A          | \$ 0<br>(1) | 1,510  | D   |  |
| Common Stock                       | 03/07/2017                              |   | M                                 |   | 289  | A          | \$ 0<br>(1) | 1,799  | D   |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|---|-----------------|--|----------------------------|---|---|---|---|
|   |  |   |   | Code                              | V |  | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |   |   |   |   |
| Restricted Stock Units                        | (1)  | 03/07/2017                              |   | M                                 |   | 215  | (2)   | (2)             | Common Stock   | 215.00                     | \$ 0  | 215   | D   |   |
| Restricted Stock Units                        | (1)  | 03/07/2017                              |   | M                                 |   | 433  | (3)   | (3)             | Common Stock   | 433.00                     | \$ 0  | 865   | D   |   |
| Restricted Stock Units                        | (1)  | 03/07/2017                              |   | M                                 |   | 289  | (4)   | (4)             | Common Stock   | 289.00                     | \$ 0  | 868   | D   |   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           |         |       |

|  |   |  |  |  |
|--|---|--|--|--|
| Mohseni Saed<br>1623 TOOMEY ROAD<br>AUSTIN, TX 78704 | X |  |  |  |
|--|---|--|--|--|

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Jon Howie, attorney-in-fact                |  | 03/09/2017          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |

## 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) Restricted stock units convert to common stock on a one-for-one basis.

(2) The restricted stock units vest in four equal annual installments with the first installment vesting on March 4, 2015. Settlement will occur no later than 30 days after such date, subject to certain exceptions in the Restricted Stock Unit Agreement between the Issuer and the reporting person.

(3) The restricted stock units vest in four equal annual installments with the first installment vesting on March 5, 2016. Settlement will occur no later than 30 days after such date, subject to certain exceptions in the Restricted Stock Unit Agreement between the Issuer and the reporting person.

(4) The restricted stock units vest in four equal annual installments with the first installment vesting on March 4, 2017. Settlement will occur no later than 30 days after such date, subject to certain exceptions in the Restricted Stock Unit Agreement between the Issuer and the reporting person.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.