

| 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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|--|--|
| 1. Name and Address of Reporting Person *<br><u>Hislop Steven J.</u><br><br>(Last) (First) (Middle)<br>1623 TOOMEY ROAD<br><br>(Street)<br>AUSTIN TX 78704<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CHUY'S HOLDINGS, INC. [ CHUY ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>President & CEO |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/15/2023                       |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |

**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                    | 03/15/2023                           |  | M                              |   | 5,439   | A          | \$0 <sup>(1)</sup> | 108,307   | D  |   |
| Common Stock                    | 03/15/2023                           |  | F                              |   | 1,325   | D          | \$34.89            | 106,982   | D  |   |
| Common Stock                    | 03/15/2023                           |  | M                              |   | 8,453   | A          | \$0 <sup>(1)</sup> | 115,435   | D  |   |
| Common Stock                    | 03/15/2023                           |  | F                              |   | 2,059   | D          | \$34.89            | 113,376   | D  |   |
| Common Stock                    | 03/15/2023                           |  | M                              |   | 2,915   | A          | \$0 <sup>(1)</sup> | 116,291   | D  |   |
| Common Stock                    | 03/15/2023                           |  | F                              |   | 710   | D          | \$34.89            | 115,581   | D  |   |

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Units                     | (1)  | 03/15/2023                           |  | M                              |   | 5,439  |     | (2)  | (2)             | Common Stock  | 5,439                      | \$0  | 0  | D   |  |
| Restricted Stock Units                     | (1)  | 03/15/2023                           |  | M                              |   | 8,453  |     | (3)  | (3)             | Common Stock  | 8,453                      | \$0  | 8,454  | D   |  |
| Restricted Stock Units                     | (1)  | 03/15/2023                           |  | M                              |   | 2,915  |     | (4)  | (4)             | Common Stock  | 2,915                      | \$0  | 5,831  | D   |  |

**Explanation of Responses:**

- Restricted stock units convert to common stock on a one-for-one basis.
- These restricted stock units vest in four equal annual installments with the first annual installment vesting on March 15, 2020. 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.
- These restricted stock units vest in four equal annual installments with the first annual installment vesting on March 15, 2021. 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.
- These restricted stock units vest in four equal annual installments with the first annual installment vesting on March 15, 2022. 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.

**Remarks:**

/s/ Jon W. Howie, attorney-in-fact 03/16/2023

\*\* Signature of Reporting Person Date

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

\* 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).

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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