

CHUY'S HOLDINGS, INC.

Form 4

January 31, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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,
Section 17(a) of the Public Utility Holding Company Act of 1935 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, LP2. Issuer Name and Ticker or Trading
Symbol
CHUY'S HOLDINGS, INC.
[CHUY]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1623 TOOMEY ROAD
(Street)3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2013____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
See Remarks

AUSTIN, TX 78704

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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)
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.

**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.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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
**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).
- (1) 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 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)
- (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 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

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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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