

CHUY'S HOLDINGS, INC.
Form DEF 14A
June 08, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Chuy's Holdings, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

June 8, 2016

Dear Chuy's Stockholder:

You are cordially invited to attend the Annual Meeting of stockholders of Chuy's Holdings Inc. The meeting will be held on Thursday, July 28, 2016, beginning at 9:00 a.m. at the Courtyard Marriott Austin Downtown/Convention Center located at 300 East 4th Street, Austin, Texas 78701.

Information about the meeting, nominees for the election of directors, the proposals to approve the material terms for qualified performance-based awards under our 2012 Omnibus Equity Plan and our Senior Management Incentive Plan and the proposal to ratify the appointment of our independent registered public accounting firm for 2016 is presented in the following notice of Annual Meeting and proxy statement. We hope that you will plan to attend the Annual Meeting.

It is important that your shares be represented. Whether or not you plan to attend the meeting, please vote using the procedures described on the notice of internet availability of proxy materials or on the proxy card or sign, date and promptly mail a proxy card in the provided pre-addressed, postage-paid envelope.

We look forward to seeing you at the meeting on July 28th.

Sincerely,

Michael R. Young

Co-Chairman

John A. Zapp

Co-Chairman

CHUY'S HOLDINGS, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To be held on July 28, 2016

The 2016 Annual Meeting of stockholders of Chuy's Holdings, Inc. (the "Company") will be held on July 28, 2016, beginning at 9:00 a.m. at the Courtyard Marriott Austin Downtown/Convention Center located at 300 East 4th Street, Austin, Texas 78701. The meeting will be held for the following purposes:

1. to elect two directors to serve until the 2019 Annual Meeting of stockholders, each for a term of three years;
2. to approve the material terms for qualified performance-based awards under the Chuy's Holdings, Inc. 2012 Omnibus Equity Incentive Plan;
3. to approve the material terms for qualified performance-based awards under the Chuy's Holdings, Inc. Senior Management Incentive Plan;
4. to ratify the appointment of RSM US LLP as the Company's independent registered public accounting firm for 2016; and
5. to transact such other business as may properly come before the meeting.

Information concerning the matters to be voted upon at the meeting is set forth in the accompanying proxy statement. We have also made available the Company's 2015 Annual Report. Holders of record of the Company's common stock as of the close of business on May 31, 2016 are entitled to notice of, and to vote at, the meeting.

Your vote is very important. Whether or not you plan to attend the meeting, please vote using the procedures described on the notice of internet availability of proxy materials or on the proxy card or sign, date and promptly mail a proxy card in the provided pre-addressed, postage-paid envelope.

If you plan to attend the meeting and will need special assistance or accommodation due to a disability, please describe your needs on the enclosed proxy card.

By Order of the Board of Directors,

Sharon Russell

Chief Administrative Officer

and Secretary

Austin, Texas

June 8, 2016

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JULY 28, 2016.

The Company's Notice of Annual Meeting, Proxy Statement and 2015 Annual Report to Stockholders are available on the internet at www.proxyvote.com.

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Chuy's Holdings, Inc.
1623 Toomey Road
Austin, Texas 78704

PROXY STATEMENT

This proxy statement provides information in connection with the solicitation of proxies by the board of directors of Chuy's Holdings, Inc. (the "Company") for use at the Company's 2016 Annual Meeting of stockholders or any postponement or adjournment thereof (the "Annual Meeting"). This proxy statement also provides information you will need in order to consider and act upon the matters specified in the accompanying notice of Annual Meeting. A Notice of Internet Availability of Proxy Materials (the "Notice") and this proxy statement and proxy card, are being mailed to stockholders on or about June 8, 2016.

Record holders of the Company's common stock as of the close of business on May 31, 2016 are entitled to vote at the Annual Meeting. Each record holder of common stock on that date is entitled to one vote at the Annual Meeting for each share of common stock held. As of May 31, 2016, there were 16,584,546 shares of common stock outstanding. You cannot vote your shares unless you are present at the Annual Meeting or you have previously given your proxy.

You can vote by proxy in one of three ways:

- by internet: visit the website shown on your Notice or proxy card and follow the instructions; or
- by telephone: dial the toll-free number shown on your proxy card and follow the instructions; or
- in writing: sign, date, and return a proxy card in the provided pre-addressed, postage-paid envelope.

You may revoke your proxy at any time prior to the vote at the Annual Meeting by:

- delivering a written notice revoking your proxy to the Company's Secretary at the address above;
- delivering a new proxy bearing a date after the date of the proxy being revoked; or
- voting in person at the Annual Meeting.

Unless revoked as described above, all properly executed proxies, will be voted at the Annual Meeting in accordance with your directions on the proxy. If a properly executed proxy gives no specific instructions, the shares of common stock represented by your proxy will be voted:

FOR the election of the two nominees to serve as directors until the 2019 Annual Meeting of stockholders;