

Robinson Tonya
Form 4
August 24, 2018

FORM 4

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

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 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 *
Robinson Tonya

(Last) (First) (Middle)

C/O TEXAS ROADHOUSE,
INC., 6040 DUTCHMANS LANE

(Street)

LOUISVILLE, KY 40205

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Texas Roadhouse, Inc. [TXRH]

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/22/2018 | | S | | 1,023 | D | \$ 67.17 |
| | | | | | | | (1) |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Unit | (2) | | | | | (3) (3) | Common Stock | 1,500 |
| Restricted Stock Units | (2) | | | | | (4) (4) | Common Stock | 1,500 |
| Restricted Stock Units | (2) | | | | | (5) (5) | Common Stock | 1,500 |
| Restricted Stock Units | (2) | | | | | (6) (6) | Common Stock | 7,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Robinson Tonya C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE LOUISVILLE, KY 40205 | | | CFO | |

Signatures

/s/ Celia Catlett, by Power of Attorney
08/24/2018
**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).
Weighted average sales price reported. The shares were sold within the range of \$67.165 and \$67.168. The reporting person will provide
- (1) full information regarding the specific number of shares sold at each separate price upon request by the Commission Staff, the Company, or any security holder of the Company.

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- (2) Each restricted stock unit represents a conditional right to receive one share of the Company's common stock.
- (3) The restricted stock units vest on November 3, 2018. Delivery of the shares to the reporting person will occur on or about November 3, 2018, subject to the reporting person's continued service with the Company.
- (4) The restricted stock units vest on February 26, 2019. Delivery of the shares to the reporting person will occur on or about February 26, 2019, subject to the reporting person's continued service with the Company.
- (5) The restricted stock units vest on May 4, 2019. Delivery of the shares to the reporting person will occur on or about May 4, 2019, subject to the reporting person's continued service with the Company.
- (6) The restricted stock units vest on June 11, 2019. Delivery of the shares to the reporting person will occur on or about June 11, 2019, subject to the reporting person's continued service with the Company.

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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