

CHUY'S HOLDINGS, INC.
Form 3
July 23, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MY/ZP Equity, LP | | (Month/Day/Year) | CHUY'S HOLDINGS, INC. [CHUY] | |
| (Last) | (First) | (Middle) | 07/23/2012 | |
| 1623 TOOMEY ROAD | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| AUSTIN,Â TXÂ 78704 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Member of 10% Owner Group | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

| | | | | | | | |
|--------------------------|-------|-------|--------------|---------|--------|-------|---|
| Series B Preferred Stock | Â (1) | Â (1) | Common Stock | 834,934 | \$ (1) | D (2) | Â |
| Series X Preferred Stock | Â (3) | Â (3) | Common Stock | 60,604 | \$ (3) | D (2) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| MY/ZP Equity, LP 1623 TOOMEY ROAD AUSTIN, TX 78704 | Â | Â X | Â | Member of 10% Owner Group |

Signatures

/s/ Sharon Russell, attorney-in-fact for Michael Young
 07/23/2012
 **Signature of Reporting Person Date

/s/ Sharon Russell, attorney-in-fact for John Zapp
 07/23/2012
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The series B preferred stock of Chuy's Holdings, Inc. (the "Company") will automatically convert on a one-for-one basis into shares of common stock, par value \$0.01 per share, of the Company (the "Common Stock") prior to the closing of the Company's initial public offering. Prior to the automatic conversion, a holder may voluntarily convert the series B preferred stock on a one-for-one basis into shares of Common Stock. The series B preferred stock has no expiration date.

(2) Represents shares beneficially owned by MY/ZP Equity, LP ("MY/ZP Equity"), an entity in which Michael R. Young and John A. Zapp are the limited partners. 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.

(3) The series X preferred stock of the Company will automatically convert on a one-for-one basis into shares of Common Stock prior to the closing of the Company's initial public offering. Prior to the automatic conversion, a holder may voluntarily convert the series X preferred stock on a one-for-one basis into shares of Common Stock. The series X preferred stock has no expiration date.

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Remarks:

Exhibit List: Â Â Exhibit 24 - Power of Attorney

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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