

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

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol	
J.P. MORGAN U.S. DIRECT CORPORATE FINANCE INSTL INVTS III LLC			(Month/Day/Year)	CHUY'S HOLDINGS, INC. [CHUY]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
270 PARK AVENUE				(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by One Reporting Person
NEW YORK, NY 10017				<input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)	<input checked="" 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

**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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (1) (Instr. 5)	
Series X Preferred Stock	Â (1)	Â (1)	Common Stock	222,626	\$ (1)	D (2)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J.P. MORGAN U.S. DIRECT CORPORATE FINANCE INSTL INVTS III LLC 270 PARK AVENUE NEW YORK, NY 10017	Â	Â X	Â	Member of 10% Owner Group
522 FIFTH AVENUE FUND, L.P. 270 PARK AVENUE NEW YORK, NY 10017	Â	Â X	Â	Member of 10% Owner Group

## Signatures

J.P. Morgan U.S. Direct Corporate Finance Institutional Investors III LLC, By: J. P. Morgan Investment Management Inc., its investment advisor, By: /s/ Ashmi Mehrotra, Name: Ashmi Mehrotra, Title: Executive Director 07/23/2012

\*\*Signature of Reporting Person Date

522 Fifth Avenue Fund, L.P., By: J. P. Morgan Investment Management Inc., its investment advisor, By: /s/ Ashmi Mehrotra, Name: Ashmi Mehrotra, Title: Executive Director 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).
- The series X preferred stock of the Company will automatically convert on a one-for-one basis into Common Stock prior to the closing of
- (1) 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.
  - (2) Represents 220,400 and 2,226 shares held directly by J.P. Morgan U.S. Direct Corporate Finance Institutional Investors III LLC and 522 Fifth Avenue Fund, L.P., respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.