Fiesta Restaurant Group, Inc.

Form 4 June 15, 2015

share

06/12/2015

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or 0.5 response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Taft Timothy P Issuer Symbol Fiesta Restaurant Group, Inc. [FRGI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify C/O FIESTA RESTAURANT 06/12/2015 below) GROUP, INC., 14800 LANDMARK CEO and President **BOULEVARD, SUITE 500** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ADDISON, TX 75254 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 1. Title of 2. Transaction Date 2A. Deemed 3. 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) (Instr. 8) Owned Ownership or Indirect Following (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock, par D \$ 51.207 value 06/12/2015 S 1,832 190,733 D (1) (2) \$0.01 per share Common Stock, par value 06/12/2015 S 52.5214 178,304 D \$0.01 per

S

6,739

171,565

D

Edgar Filing: Fiesta Restaurant Group, Inc. - Form 4

Common Stock, par	D (1)	\$ 53.0498
value		(4)
\$0.01 per		
share		

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)

Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	5. orNumber of	6. Date Exerc Expiration D (Month/Day/	ate	7. Title Amour Underl	nt of lying	8. Price of Derivative Security	9. Nu Deriv Secur
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securit (Instr.	ties 3 and 4)	(Instr. 5)	Bene
	Security				Acquired			(IIIoti.	c and i)		Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
					+, and 3)						
									Amount		
						Date	Expiration		or Number		
					Exercisable	Date		of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
. 9	Director	10% Owner	Officer	Other
Taft Timothy P C/O FIESTA RESTAURANT GROUP, INC. 14800 LANDMARK BOULEVARD, SUITE 500 ADDISON, TX 75254	X		CEO and President	

Signatures

/s/ Timothy P. Taft	06/15/2015		
**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).

Reporting Owners 2

Edgar Filing: Fiesta Restaurant Group, Inc. - Form 4

- (1) The Shares were disposed of in connection with, and the net proceeds therefrom will be used for, the payment of taxes by the Reporting Person due relating to the current vesting of restricted stock granted to the Reporting Person under the Issuer's 2012 Stock Incentive Plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.89 to \$51.718 inclusive. The Reporting Person undertakes to provide to the Issuer, any stockholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.915 to \$52.913 inclusive. The Reporting Person undertakes to provide to the Issuer, any stockholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.915 to \$53.44 inclusive. The Reporting Person undertakes to provide to the Issuer, any stockholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (4) to this Form 4.

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.