

GRAYKEN JOHN P
Form 4
April 12, 2013

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 *
GRAYKEN JOHN P

2. Issuer Name and Ticker or Trading Symbol
Del Frisco's Restaurant Group, Inc.
[DFRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2711 NORTH HASKELL AVENUE, SUITE 1700

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2013

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

(Street)
DALLAS, TX 75204

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

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

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	03/13/2013		S	4,750,000 D \$ 16.15	13,244,667	I	See footnote (1)

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

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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)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAYKEN JOHN P 2711 NORTH HASKELL AVENUE SUITE 1700 DALLAS, TX 75204		X		
Lone Star Management Co. V, Ltd. WASHINGTON MALL, SUITE 304 7 REID STREET HAMILTON, HM11 Bermuda		X		
Lone Star Partners V, L.P. WASHINGTON MALL, SUITE 304 7 REID STREET HAMILTON, HM11 Bermuda		X		
Lone Star Fund V (U.S.) L.P. 2711 NORTH HASKELL AVENUE SUITE 1700 DALLAS, TX 75204		X		
LSF5 COI Holdings, LLC 2711 NORTH HASKELL AVENUE SUITE 1700 DALLAS, TX 75204		X		
LSF5 Wagon Holdings, LLC 2711 NORTH HASKELL AVENUE SUITE 1700 DALLAS, TX 75204		X		

Signatures

/s/ Michael D. Thomson, attorney-in-fact for John P. Grayken	04/11/2013
__Signature of Reporting Person	Date
/s/ Marc L. Lipshy, Vice President of Lone Star Management Co. V, Ltd.	04/11/2013
__Signature of Reporting Person	Date
/s/ Marc L. Lipshy, Vice President of Lone Star Management Co. V, Ltd., the general partner of Lone Star Partners V, L.P.	04/11/2013
__Signature of Reporting Person	Date
/s/ Marc L. Lipshy, Vice President of Lone Star Management Co. V, Ltd., the general partner of Lone Star Partners V, L.P., the general partner of Lone Star Fund V (U.S.) L.P.	04/11/2013
__Signature of Reporting Person	Date
/s/ Kyle Volluz, Vice President of LSF5 COI Holdings, LLC	04/11/2013
__Signature of Reporting Person	Date
/s/ Kyle Volluz, Vice President of LSF5 Wagon Holdings, LLC	04/11/2013
__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).

(1) These shares are held directly by LSF5 Wagon Holdings, LLC ("Wagon"). John P. Grayken controls and is the sole owner of Lone Star Management Co. V, Ltd., which controls and is the general partner of Lone Star Partners V, L.P., which controls and is the general partner of Lone Star Fund V (U.S.) L.P., which controls LSF5 COI Holdings, LLC, which is the sole owner of Wagon. Each of the reporting persons disclaims beneficial ownership of the shares except to the extent of such reporting person's pecuniary interest therein.

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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