

Fiesta Restaurant Group, Inc.  
Form 4  
June 15, 2015

**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 \*  
Taft Timothy P

2. Issuer Name and Ticker or Trading Symbol  
Fiesta Restaurant Group, Inc. [FRGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O FIESTA RESTAURANT GROUP, INC., 14800 LANDMARK BOULEVARD, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)  
06/12/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO and President

(Street)  
ADDISON, TX 75254

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Beneficial Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	06/12/2015		S	1,832	D (1) \$ 51.207 (2)	190,733	D
Common Stock, par value \$0.01 per share	06/12/2015		S	12,429	D (1) \$ 52.5214 (3)	178,304	D
	06/12/2015		S	6,739		171,565	D



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- (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.

- (2) 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.

- (3) 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.