

Fiesta Restaurant Group, Inc.  
 Form 4  
 August 24, 2016

**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 \*  
 Todd John Alan JR

(Last) (First) (Middle)

C/O FIESTA RESTAURANT GROUP, INC., 14800 LANDMARK BOULEVARD, SUITE 500

(Street)

ADDISON, TX 75254

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Fiesta Restaurant Group, Inc. [FRGI]

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

08/23/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.01 per share	08/23/2016		S	112	D	\$ 23.38	16,120 D
Common Stock, par value \$0.01 per share	08/23/2016		S	100	D	\$ 23.382	16,020 D
	08/23/2016		S	290	D	\$ 23.39	15,730 D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	08/23/2016	S	496	D	\$ 23.4	15,234	D
Common Stock, par value \$0.01 per share	08/23/2016	S	514	D	\$ 23.41	14,720	D
Common Stock, par value \$0.01 per share	08/23/2016	S	100	D	\$ 23.411	14,620	D
Common Stock, par value \$0.01 per share	08/23/2016	S	176	D	\$ 23.42	14,444	D
Common Stock, par value \$0.01 per share	08/23/2016	S	200	D	\$ 23.421	14,244	D
Common Stock, par value \$0.01 per share	08/23/2016	S	38	D	\$ 23.43	14,206	D
Common Stock, par value \$0.01 per share	08/23/2016	S	100	D	\$ 23.431	14,106	D
Common Stock, par value \$0.01 per share	08/23/2016	S	20	D	\$ 23.44	14,086	D
	08/23/2016	S	32	D	\$ 23.45	14,054	D

Common  
Stock, par  
value  
\$0.01 per  
share

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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 Reporting Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Todd John Alan JR  
C/O FIESTA RESTAURANT GROUP, INC.  
14800 LANDMARK BOULEVARD, SUITE 500  
ADDISON, TX 75254

See Remarks

## Signatures

/s/ John Todd

08/24/2016

\*\*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).

**Remarks:**

Group VP, Chief Development Officer

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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