

Fiesta Restaurant Group, Inc.  
Form 4  
March 07, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(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)

03/02/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4)		
				Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$0.01 per share	03/02/2016		A		13,476	<u>A</u> (1)		\$ 0 (1) 185,041	D
Common Stock, par value \$0.01 per share	03/07/2016		S		2,053	<u>D</u> (5)		\$ 36.6969 (2) 182,988	D
	03/07/2016		S		5,249			177,739	D

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

Common  
Stock, par  
value  
\$0.01 per  
share

D \$  
(5) 37.9489  
(3)

Common  
Stock, par  
value 03/07/2016  
\$0.01 per  
share

S 698 D \$  
(5) 38.4613 177,041 D  
(4)

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)

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. 6)
				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
Taft Timothy P C/O FIESTA RESTAURANT GROUP, INC. 14800 LANDMARK BOULEVARD, SUITE 500 ADDISON, TX 75254	X		CEO & President	

## Signatures

/s/ Timothy P. Taft  
03/07/2016  
Date

\*\*Signature of  
Reporting Person

## 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) The Shares were granted to the Reporting Person pursuant to the Issuer's 2012 Stock Incentive Plan.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.34 to \$37.25 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.37 to \$38.36 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.37 to \$38.51 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.

(5) 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.

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.