

FRIEDMAN BRIAN P

Form 4

August 16, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FRIEDMAN BRIAN P

(Last) (First) (Middle)

C/O LEUCADIA NATIONAL  
CORPORATION, 520 MADISON  
AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Fiesta Restaurant Group, Inc. [FRGI]

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

08/14/2017

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 08/14/2017                              |   | P <sup>(1)</sup>                     | 40,000 A  | \$ 18.679<br>(2) 1,556,295   | I <sup>(1)</sup>  | See<br>footnote 1   |
| Common<br>Stock                       | 08/15/2017                              |   | P <sup>(1)</sup>                     | 50,000 A  | \$ 18.3469<br>(2) 1,606,295  | I <sup>(1)</sup>  | See<br>footnote 1   |
| Common<br>Stock                       | 08/16/2017                              |   | P <sup>(1)</sup>                     | 50,000 A  | \$ 18.2564<br>(2) 1,656,295  | I <sup>(1)</sup>  | See<br>footnote 1   |
| Common<br>Stock                       |   |   |                                      |   | 36,270   | D   |   |

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|                 |        |              |                   |
|-----------------|--------|--------------|-------------------|
| Common<br>Stock | 28,668 | I <u>(3)</u> | See<br>footnote 3 |
|-----------------|--------|--------------|-------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

FRIEDMAN BRIAN P  
C/O LEUCADIA NATIONAL CORPORATION  
520 MADISON AVENUE  
NEW YORK, NY 10022

## Signatures

/s/ Brian P.  
Friedman 08/16/2017

                     \*\*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).

Reflects acquisitions of the reported shares of the Issuer's common stock by Leucadia National Corporation ("Leucadia"). The Reporting  
(1) Person is the President and a director of Leucadia. The Reporting Person disclaims beneficial ownership over the Issuer's shares  
purchased by Leucadia except to the extent of his indirect pecuniary interest.

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- (2) Weighted average price per share. The Reporting Person will provide transaction details upon request.
- (3) The Reporting Person is the general partner of 2055 Partners L.P. ("2055 Partners") and, in such capacity, may be deemed to beneficially own the 28,668 shares of common stock of the Issuer beneficially owned by 2055 Partners.

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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