

BRINK JOSEPH  
Form 4  
March 07, 2018

**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 \*  
**BRINK JOSEPH**

(Last) (First) (Middle)

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

(Street)

**DALLAS, 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)

**03/05/2018**

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)  
**VP, Chief Procurement Officer**

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	03/05/2018		A		2,674 <u>A</u> <u>(1)</u> \$ <u>0</u> <u>(1)</u>	D	
Common Stock, par value \$0.01 per share	03/06/2018		S		104 <u>D</u> <u>(2)</u> \$ 18.7	D	

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. Amount or Number of Shares
Performance Rights	(3) (4)	03/05/2018		A	2,674	(3)(4) (3)(4)	Common Stock	2,674

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BRINK JOSEPH  
C/O FIESTA RESTAURANT GROUP, INC.  
14800 LANDMARK BOULEVARD, SUITE 500  
DALLAS, TX 75254

VP, Chief Procurement Officer

## Signatures

/s/ Joseph Brink 03/07/2018

\*\*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) The Shares were granted to the Reporting Person pursuant to the Issuer's 2012 Stock Incentive Plan.
  - (2) 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.
  - (3) Each performance right represents a contingent right to receive one share of the Issuer's common stock. The performance rights vest as follows: (i) 1/3 vests on March 6, 2019 upon the Issuer's common stock achieving a closing market price at or above \$30.00 for 20 consecutive trading days at any point during the period between March 6, 2018 and March 6, 2019, (ii) 1/3 vests on March 6, 2020 upon the Issuer's common stock achieving a closing market price at or above \$35.00 for 20 consecutive trading days at any point during the period between March 6, 2019 and March 6, 2020, (iii) 1/3 vests on March 6, 2021 upon the Issuer's common stock achieving a closing

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market price at or above \$40.00 for 20 consecutive trading days at any point during the period between March 6, 2020 and March 6, 2021, and (iv) the employment of the Reporting Person by the Issuer on the applicable vesting date.

- (Continued from footnote 3) If the Issuer common stock target price above for any performance period is not met, any unvested shares of
- (4) the Issuer's common stock will be rolled over to the subsequent performance period on a pro rata basis and subject to the Issuer common stock target price for such subsequent performance period.

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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