

MOORE GREGORY N  
Form 4  
January 10, 2019

**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 \*  
MOORE GREGORY N

(Last) (First) (Middle)

C/O TEXAS ROADHOUSE,  
INC., 6040 DUTCHMANS LANE

(Street)

LOUISVILLE, KY 40205

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Texas Roadhouse, Inc. [TXRH]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/08/2019

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)

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 or (D) Price   |   |  |                                   |
| Common Stock                    | 01/08/2019                           |  | M                              | 5,600<br>(1) A \$ 0   | 5,600   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 87,650  | I  | Moore Family Trust (2)            |

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

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SEC 1474  
(9-02)

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**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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Restricted Stock Units                     | (3)  | 01/08/2019                           |  | M                              | 4,250   | (4)  | (4)   | Common Stock                  | 4,250                      |
| Restricted Stock Units                     | (3)  | 01/08/2019                           |  | M                              | 100   | (4)  | (4)   | Common Stock                  | 100                        |
| Restricted Stock Units                     | (3)  | 01/08/2019                           |  | M                              | 100   | (4)  | (4)   | Common Stock                  | 100                        |
| Restricted Stock Units                     | (3)  | 01/08/2019                           |  | M                              | 150   | (4)  | (4)   | Common Stock                  | 150                        |
| Restricted Stock Units                     | (3)  | 01/08/2019                           |  | M                              | 150   | (4)  | (4)   | Common Stock                  | 150                        |
| Restricted Stock Units                     | (3)  | 01/08/2019                           |  | M                              | 350   | (4)  | (4)   | Common Stock                  | 350                        |
| Restricted Stock Units                     | (3)  | 01/08/2019                           |  | M                              | 500   | (4)  | (4)   | Common Stock                  | 500                        |
| Restricted Stock Units                     | (3)  | 01/08/2019                           |  | A <sup>(5)</sup>               | 4,250   | (6)  | (6)   | Common Stock                  | 4,250                      |
| Restricted Stock Units                     | (3)  | 01/08/2019                           |  | A <sup>(5)</sup>               | 100   | (7)  | (7)   | Common Stock                  | 100                        |
| Restricted Stock Units                     | (3)  | 01/08/2019                           |  | A <sup>(5)</sup>               | 100   | (8)  | (8)   | Common Stock                  | 100                        |
| Restricted Stock                           | (3)  | 01/08/2019                           |  | A <sup>(5)</sup>               | 150   | (9)  | (9)   | Common Stock                  | 150                        |

|                        |     |            |                  |     |      |      |              |     |  |
|------------------------|-----|------------|------------------|-----|------|------|--------------|-----|--|
| Units                  |     |            |                  |     |      |      |              |     |  |
| Restricted Stock Units | (3) | 01/08/2019 | A <sup>(5)</sup> | 150 | (10) | (10) | Common Stock | 150 |  |
| Restricted Stock Units | (3) | 01/08/2019 | A <sup>(5)</sup> | 350 | (11) | (11) | Common Stock | 350 |  |
| Restricted Stock Units | (3) | 01/08/2019 | A <sup>(5)</sup> | 500 | (12) | (12) | Common Stock | 500 |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MOORE GREGORY N<br>C/O TEXAS ROADHOUSE, INC.<br>6040 DUTCHMANS LANE<br>LOUISVILLE, KY 40205 |               | X         |         |       |

## Signatures

/s/ Celia Catlett, by Power of Attorney

01/10/2019

\*\*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) Represents restricted stock units that are fully vested on the transaction date.  
The reporting person is the co-trustee of the Moore Family Trust and has investment control over the securities. The reporting person disclaims beneficial ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.
  - (2) Each restricted stock unit represents a conditional right to receive one share of the Company's Common Stock.
  - (3) The restricted stock units vested on January 8, 2019. Delivery of the shares to the reporting person occurred on January 8, 2019.
  - (4) Grant of restricted stock units pursuant to the Company's 2013 Long Term Incentive Plan.
  - (5) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service with the Company.
  - (6) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as a Nominating and Corporate Governance Committee member with the Company.
  - (7) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as a Compensation Committee member with the Company.
  - (8) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as an Audit Committee member with the Company.
  - (9) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as the chair of the Nominating and Corporate Governance Committee for the Company.
  - (10)

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- (11) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as the chair of the Audit Committee for the Company.
- (12) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as the Lead Independent Director for the Company.

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.