Fiesta Restaurant Group, Inc.

Form 4 June 12, 2014

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Taft Timothy P

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

Fiesta Restaurant Group, Inc. [FRGI]

(Month/Day/Year)

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

_X__ Director 10% Owner X_ Officer (give title

C/O FIESTA RESTAURANT

06/10/2014 below) Other (specify

GROUP, INC., 14800 LANDMARK **BOULEVARD, SUITE 500**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

CEO and President

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

ADDISON, TX 75254

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired

Security (Month/Day/Year) Execution Date, if (Instr. 3)

Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

(Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Reported

Price (D) Code V Amount

Common Stock, par

per share

06/10/2014 value \$0.01

S 22,000 43.06

201,558 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transacti | 5. orNumber | 6. Date Exerc Expiration D | | 7. Title Amount | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|--|--------------------------------------|-------------------------------|--------------------|----------------|-------------------------------|--------------------|----------------------------------|--|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month/Day/Tear) | any (Month/Day/Year) | Code (Instr. 8) | of | (Month/Day/ | | Underly Securiti (Instr. 3 | ying ies | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title N | 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 and President | | | | |

Signatures

/s/ Timothy P. 06/11/2014 **Taft** **Signature of Date 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).
- 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.67 to \$43.40 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.

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.

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