

Fiesta Restaurant Group, Inc.
Form 4
June 09, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stockinger Richard C.

(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)

06/02/2017

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)

CEO and 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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights	(1) (2)	06/02/2017	A		72,290		(1)(2)	(1)(2)	Common Stock	72,290

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stockinger Richard C. C/O FIESTA RESTAURANT GROUP, INC. 14800 LANDMARK BOULEVARD, SUITE 500 DALLAS, TX 75254	X		CEO and President	

Signatures

/s/ Richard
Stockinger 06/09/2017

__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).

Each performance right represents a contingent right to receive one share of the Issuer's common stock. The performance rights vest as follows: (i) 25% vests on March 6, 2018 upon the Issuer's common stock achieving a closing market price at or above \$25.00 for 20 consecutive trading days at any point during the period between March 6, 2017 and March 6, 2018, (ii) 25% 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, (iii) 25% 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,

(Continued from footnote 1) (iv) 25% vests on March 6, 2021 upon the Issuer's common stock achieving a closing 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 (v) the employment of the Reporting Person by the Issuer on the applicable vesting date. If the Issuer common stock target price above for any performance period is not met, any unvested shares of 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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