

Fiesta Restaurant Group, Inc.
 Form 4
 August 24, 2016

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 *
 Todd John Alan JR

(Last) (First) (Middle)

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

(Street)

ADDISON, 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)

08/23/2016

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)

See Remarks

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$0.01 per share | 08/23/2016 | | S | 112 | D | \$ 23.38 | 16,120 D |
| Common Stock, par value \$0.01 per share | 08/23/2016 | | S | 100 | D | \$ 23.382 | 16,020 D |
| | 08/23/2016 | | S | 290 | D | \$ 23.39 | 15,730 D |

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| | | | | | | | |
|--|------------|---|-----|---|-----------|--------|---|
| Common Stock, par value \$0.01 per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 08/23/2016 | S | 496 | D | \$ 23.4 | 15,234 | D |
| Common Stock, par value \$0.01 per share | 08/23/2016 | S | 514 | D | \$ 23.41 | 14,720 | D |
| Common Stock, par value \$0.01 per share | 08/23/2016 | S | 100 | D | \$ 23.411 | 14,620 | D |
| Common Stock, par value \$0.01 per share | 08/23/2016 | S | 176 | D | \$ 23.42 | 14,444 | D |
| Common Stock, par value \$0.01 per share | 08/23/2016 | S | 200 | D | \$ 23.421 | 14,244 | D |
| Common Stock, par value \$0.01 per share | 08/23/2016 | S | 38 | D | \$ 23.43 | 14,206 | D |
| Common Stock, par value \$0.01 per share | 08/23/2016 | S | 100 | D | \$ 23.431 | 14,106 | D |
| Common Stock, par value \$0.01 per share | 08/23/2016 | S | 20 | D | \$ 23.44 | 14,086 | D |
| | 08/23/2016 | S | 32 | D | \$ 23.45 | 14,054 | D |

Common
Stock, par
value
\$0.01 per
share

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Todd John Alan JR
C/O FIESTA RESTAURANT GROUP, INC.
14800 LANDMARK BOULEVARD, SUITE 500
ADDISON, TX 75254

See Remarks

Signatures

/s/ John Todd

08/24/2016

**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).

Remarks:

Group VP, Chief Development Officer

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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