

CHUY'S HOLDINGS, INC.
Form SC 13G
February 08, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO § 240.13d-2

CHUY S HOLDINGS, INC.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

171604101

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 171604101

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1 NAME OF REPORTING PERSON

2 Goode Chuy s Holdings, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 3,578,153
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,578,153
8 SHARED DISPOSITIVE POWER

WITH

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 3,578,153
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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11 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 22.1%*
TYPE OF REPORTING PERSON

OO

* Percentage of class is based on 16,196,586 shares of common stock outstanding on January 30, 2013.

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1 NAME OF REPORTING PERSON

2 Goode Chuy s Direct Investors, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 103,888
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 103,888
8 SHARED DISPOSITIVE POWER

WITH

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 103,888
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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11 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 0.6%*
TYPE OF REPORTING PERSON

OO

* Percentage of class is based on 16,196,586 shares of common stock outstanding on January 30, 2013.

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1 NAME OF REPORTING PERSON

2 Goode Partners Consumer Fund I, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES 3,682,041*
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,682,041*
8 SHARED DISPOSITIVE POWER

WITH

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 3,682,041*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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11 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 22.7%**
TYPE OF REPORTING PERSON

PN

* Goode Partners Consumer Fund I, L.P. is the managing director of Goode Chuy's Holdings, LLC (Goode Chuy's) and the majority unitholder of Goode Chuy's Direct Investors, LLC (Goode Direct).

** Percentage of class is based on 16,196,586 shares of common stock outstanding on January 30, 2013.

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1 NAME OF REPORTING PERSON

Goode Investors I LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES 3,682,041*
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,682,041*
8 SHARED DISPOSITIVE POWER

WITH

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 3,682,041*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 22.7%**
TYPE OF REPORTING PERSON

OO

* Goode Investors I LLC is the general partner of Goode Partners Consumer Fund I, L.P., which is the managing director of Goode Chuy s and the majority unitholder of Goode Direct.

** Percentage of class is based on 16,196,586 shares of common stock outstanding on January 30, 2013.

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1 NAME OF REPORTING PERSON

David Oddi

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES 3,682,041*
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 3,682,041*
8 SHARED DISPOSITIVE POWER

WITH

9 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 3,682,041*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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11 ..
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 22.7%**
TYPE OF REPORTING PERSON

IN

* David J. Oddi is a member of Goode Investors I LLC, the general partner of Goode Partners Consumer Fund I, L.P., which is the managing director of Goode Chuy's and the majority unitholder of Goode Direct. Mr. Oddi may be deemed to indirectly beneficially own the shares held by Goode Chuy's and Goode Direct because of his affiliation with Goode Chuy's and Goode Direct but disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interests therein.

** Percentage of class is based on 16,196,586 shares of common stock outstanding on January 30, 2013.

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Item 1. (a) Name of Issuer:

Chuy s Holdings, Inc.

(b) Address of Issuer s Principal Executive Offices:1623 Toomey Road
Austin, TX 78704**Item 2. (a) Name of Person Filing:**

- (i) Goode Chuy s Holdings, LLC,
- (ii) Goode Chuy s Direct Investors, LLC
- (iii) Goode Partners Consumer Fund I, L.P.
- (iv) Goode Investors I LLC
- (v) David Oddi

(b) Address of Principal Business Office or, if None, Residence:

The information set forth below relates to the Reporting Persons listed next to the corresponding numeral set forth in Item 2(a).

(i)-(v): 767 Third Avenue, 22nd Floor

New York, NY 10017

(c) Citizenship:

The information set forth below relates to the Reporting Persons listed next to the corresponding numeral set forth in Item 2(a).

- (i)-(iv): Delaware
- (v): United States

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(e) CUSIP Number:

171604101

Item 3. If this statement is filed pursuant to §240.13d-1(b), or §240.13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) .. Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) .. Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);

- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) " An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

Goode Chuy s Holdings, LLC	3,578,153
Goode Chuy s Direct Investors, LLC	103,888
Goode Partners Consumer Fund I, L.P.	3,682,041
Goode Investors I LLC	3,682,041
David Oddi	3,682,041

(b) Percent of Class:

Goode Chuy s Holdings, LLC	22.1%
Goode Chuy s Direct Investors, LLC	0.6%
Goode Partners Consumer Fund I, L.P.	22.7%
Goode Investors I LLC	22.7%
David Oddi	22.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Goode Chuy s Holdings, LLC	3,578,153
Goode Chuy s Direct Investors, LLC	103,888
Goode Partners Consumer Fund I, L.P.	3,682,041
Goode Investors I LLC	3,682,041
David Oddi	3,682,041

(ii) Shared power to vote or to direct the vote:

Goode Chuy s Holdings, LLC	0
Goode Chuy s Direct Investors, LLC	0
Goode Partners Consumer Fund I, L.P.	0
Goode Investors I LLC	0
David Oddi	0

(iii) Sole power to dispose or to direct the disposition of:

Goode Chuy s Holdings, LLC	3,578,153
Goode Chuy s Direct Investors, LLC	103,888
Goode Partners Consumer Fund I, L.P.	3,682,041
Goode Investors I LLC	3,682,041
David Oddi	3,682,041

(iv) Shared power to dispose or to direct the disposition of:

Goode Chuy s Holdings, LLC	0
Goode Chuy s Direct Investors, LLC	0
Goode Partners Consumer Fund I, L.P.	0
Goode Investors I LLC	0
David Oddi	0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following "":

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications.

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2013

GOODE CHUY S HOLDINGS, LLC

**By: GOODE PARTNERS CONSUMER FUND I,
L.P.,
the Managing Director**

**By: GOODE INVESTORS I LLC,
the General Partner**

By: /s/ David Oddi
Name: David Oddi
Title: Manager

GOODE CHUY S DIRECT INVESTORS, LLC

By: /s/ David Oddi
Name: David Oddi
Title: Manager

GOODE PARTNERS CONSUMER FUND I, L.P.

**By: GOODE INVESTORS I LLC,
the General Partner**

By: /s/ David Oddi
Name: David Oddi
Title: Manager

GOODE INVESTORS I LLC,

By: /s/ David Oddi
Name: David Oddi
Title: Manager

/s/ David Oddi
David Oddi

INDEX OF EXHIBITS

**Exhibit
No.**

Exhibit Description

99.1 Joint Filing Agreement, dated February 8, 2013 by and among Goode Chuy's Holdings, LLC, Goode Chuy's Direct Investors, LLC, Goode Partners Consumer Fund I, L.P., Goode Investors I LLC and David Oddi

Filed herewith.