

# FIESTA RESTAURANT GROUP, INC.

Reported by  
**FRIEDMAN BRIAN P**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/11/13 for the Period Ending 07/10/13

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Symbol	FRGI
Fiscal Year	12/31

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>FRIEDMAN BRIAN P</b>  <small>(Last) (First) (Middle)</small>  <b>C/O JEFFERIES CAPITAL PARTNERS, 520 MADISON AVENUE, 10TH FL.</b>  <small>(Street)</small>  <b>NEW YORK, NY 10022</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Fiesta Restaurant Group, Inc.</b> <b>[ FRGI ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="margin-left: 100px;"><input type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>7/10/2013</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)				Price
Common Stock <sup>(1)</sup>	7/10/2013		S <sup>(1)</sup>		77276 <sup>(1)</sup>	D	\$35.02 <sup>(1)</sup>	752890 <sup>(3)</sup>	I <sup>(3)</sup>	See Footnote <sup>(3)</sup>
Common Stock <sup>(2)</sup>	7/11/2013		S <sup>(2)</sup>		14337 <sup>(2)</sup>	D	\$35.13 <sup>(2)</sup>	738553 <sup>(3)</sup>	I <sup>(3)</sup>	See Footnote <sup>(3)</sup>

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

**Explanation of Responses:**

- (1) See Exhibit 99.1 - Footnote 1
- (2) See Exhibit 99.1 - Footnote 2
- (3) See Exhibit 99.1 - Footnote 3

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>FRIEDMAN BRIAN P C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FL. NEW YORK, NY 10022</b>	<b>X</b>			

## Signatures

/s/ Brian P. Friedman

7/11/2013

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## Exhibit 99.1

(1): On July 10, 2013, Jefferies Capital Partners IV L.P., a Delaware limited partnership (“Jefferies Capital Partners IV”), sold 50,781 shares of common stock, par value \$0.01 per share, of Fiesta Restaurant Group, Inc., a Delaware corporation (the “Company”) (“Common Stock”), and Jefferies Employee Partners IV LLC, a Delaware limited liability company (“Jefferies Employee Partners”), sold 26,495 shares of Common Stock, in each case, on the open market and at a price per share of \$35.02.

(2): On July 11, 2013, Jefferies Capital Partners IV sold 9,422 shares of Common Stock and Jefferies Employee Partners sold 4,915 shares of Common Stock, in each case, on the open market and at a price per share of \$35.13.

(3): Brian P. Friedman (“Mr. Friedman”) is a managing member of Jefferies Capital Partners LLC, a Delaware limited liability company (“Manager”), which serves as the manager of each of Jefferies Capital Partners IV and Jefferies Employee Partners and the managing member of JCP IV LLC, the entity that serves as the general partner of Jefferies Capital Partners IV and the managing member of Jefferies Employee Partners and, in such capacities, may be deemed to beneficially own the shares of Common Stock beneficially owned and sold by Jefferies Capital Partners IV and Jefferies Employee Partners. In addition, Mr. Friedman is the general partner of 2055 Partners L.P. (“2055 Partners”) and, in such capacity, may be deemed to beneficially own the 28,668 shares of Common Stock beneficially owned by 2055 Partners. Accordingly, after giving effect to the sales of Common Stock by Jefferies Capital Partners IV and Jefferies Employee Partners described above, Mr. Friedman may be deemed to beneficially own 738,553 shares of Common Stock, of which 27,702 shares of Common Stock is owned directly and 710,851 shares of Common Stock is deemed to be owned indirectly, including 448,289 shares of Common Stock owned by Jefferies Capital Partners IV, 233,894 shares of Common Stock owned by Jefferies Employee Partners and 28,668 shares of Common Stock owned by 2055 Partners. Mr. Friedman disclaims beneficial ownership of the shares of Common Stock beneficially owned and sold by Jefferies Capital Partners IV and Jefferies Employee Partners except to the extent of his pecuniary interest therein.