

# FIESTA RESTAURANT GROUP, INC.

Reported by  
**JCP IV LLC**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/24/13 for the Period Ending 06/20/13

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# FORM 4

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

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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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Jefferies Capital Partners LLC</b>			<b>Fiesta Restaurant Group, Inc.</b> <b>[ FRGI ]</b>			<input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			<b>6/20/2013</b>					
C/O JEFFERIES CAPITAL PARTNERS, 520 MADISON AVENUE, 10TH FLOOR			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
NEW YORK, NY 10022								
(City) (State) (Zip)								

### 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 (1)(3)	6/20/2013		J	(1)(3)	2276321	(1)(3)	D	\$0	(1)	948418 (1)(3)	I (2)(3)	See footnote (2)(3)

### 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	Title	Amount or Number of Shares				

#### Explanation of Responses:

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

#### Remarks:

(1) This report is filed jointly by Jefferies Capital Partners LLC, Jefferies Capital Partners IV L.P., JCP Partners IV LLC, Jefferies Employee Partners IV LLC, JCP IV LLC and Mr. Luikart. The address of each Reporting Person is c/o Jefferies Capital Partners, 520 Madison Avenue, 10th Floor, New York, New York 10022.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jefferies Capital Partners LLC				

C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022		X		
JEFFERIES CAPITAL PARTNERS IV LP  C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022		X		
Jefferies Employee Partners IV LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022		X		
JCP PARTNERS IV LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022		X		
JCP IV LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022		X		
LUIKART JAMES L C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022		X		

**Signatures**

/s/ Brian P. Friedman

6/24/2013

\*\* 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.

**Signatures: \*\***

JEFFERIES CAPITAL PARTNERS IV L.P.  
JEFFERIES EMPLOYEE PARTNERS IV LLC  
JCP PARTNERS IV LLC

By: JEFFERIES CAPITAL PARTNERS LLC,  
as Manager

By: /s/ Brian P. Friedman  
Name: Brian P. Friedman  
Title: Managing Member

6/24/13  
Date

JCP IV LLC

By: JEFFERIES CAPITAL PARTNERS LLC,  
as Managing Member

By: /s/ Brian P. Friedman  
Name: Brian P. Friedman  
Title: Managing Member

6/24/13  
Date

JEFFERIES CAPITAL PARTNERS LLC

By: /s/ Brian P. Friedman  
Name: Brian P. Friedman  
Title: Managing Member

6/24/13  
Date

/s/ James L. Luikart  
James L. Luikart

6/24/13  
Date

**Exhibit 99.1**

(1): On June 20, 2013, (i) Jefferies Capital Partners IV L.P., a Delaware limited partnership (“Jefferies Capital Partners IV”), distributed for no consideration an aggregate of 2,181,795 shares of common stock, par value \$0.01 per share (“Common Stock”), of Fiesta Restaurant Group, Inc., a Delaware corporation (the “Company”), to its partners in accordance with its partnership agreement, (ii) JCP Partners IV LLC, a Delaware limited liability company (“JCP Partners”), distributed for no consideration an aggregate of 102,390 shares of Common Stock to its members in accordance with its limited liability company agreement, (iii) JCP IV LLC, a Delaware limited liability company (“General Partner”), distributed for no consideration an aggregate of 54,277 shares of Common Stock, which was received by it as part of the distributions from Jefferies Capital Partners IV and JCP Partners described above, to its members in accordance with its limited liability company agreement and (iv) Jefferies Capital Partners LLC, a Delaware limited liability company (“Manager”), distributed for no consideration an aggregate of eight shares of Common Stock, which was received by it as part of the distribution from General Partner described above, to its members in accordance with its limited liability company agreement (collectively, the “Distribution”).

(2): Each of Manager, General Partner and James L. Luikart (“Mr. Luikart”) may be deemed to have owned beneficially and indirectly the shares of Common Stock distributed by Jefferies Capital Partners IV and JCP Partners as part of the Distribution. General Partner is the general partner of Jefferies Capital Partners IV and is the managing member of each of JCP Partners and Jefferies Employee Partners IV LLC, a Delaware limited liability company (“Jefferies Employee Partners”, and together with Jefferies Capital Partners IV and JCP Partners, “Jefferies Capital Partners”, and together with General Partner, Manager and Mr. Luikart, the “Reporting Persons”), and had the power to vote or direct the vote, and to dispose or direct the disposition of, the shares of Common Stock distributed by Jefferies Capital Partners IV and JCP Partners as part of the Distribution, and, in such capacities, may be deemed to have beneficially owned the shares of Common Stock distributed by Jefferies Capital Partners IV and JCP Partners as part of the Distribution. General Partner disclaims beneficial ownership of the shares of Common Stock distributed by Jefferies Capital Partners IV and JCP Partners except to the extent of its pecuniary interest therein. Manager is the manager of Jefferies Capital Partners and the managing member of General Partner, and had the power to vote or direct the vote, and to dispose or to direct the disposition of, the shares of Common Stock distributed by Jefferies Capital Partners IV, JCP Partners and General Partner as part of the Distribution, and, in such capacities, may be deemed to have beneficially owned the shares of Common Stock distributed by Jefferies Capital Partners IV, JCP Partners and General Partner as part of the Distribution. Manager disclaims beneficial ownership of the shares of Common Stock distributed by Jefferies Capital Partners IV, JCP Partners and General Partner except to the extent of its pecuniary interest therein. Mr. Luikart is a managing member of Manager, and, in such capacity, may be deemed to have beneficially owned the shares of Common Stock distributed by Jefferies Capital Partners IV, JCP Partners, General Partner and Manager as part of the Distribution. Mr. Luikart disclaims beneficial ownership of the shares of Common Stock distributed by Jefferies Capital Partners IV, JCP Partners, General Partner and Manager except to the extent of his pecuniary interest therein. Accordingly, after giving effect to the Distribution, (a) Jefferies Capital Partners IV is the beneficial owner of 618,075 shares of Common Stock, (b) JCP Partners no longer beneficially owns any shares of

Common Stock and (c) each of Manager and General Partner may be deemed to own beneficially and indirectly 940,554 shares of Common Stock, which includes 618,075 shares of Common Stock owned by Jefferies Capital Partners and 322,479 shares of Common Stock owned by Jefferies Employee Partners. This is an exit filing with respect to all Reporting Persons.

(3): As part of the Distribution, Mr. Luikart received for no consideration 7,864 shares of Common Stock from Jefferies Capital Partners IV, General Partner and Manager. Accordingly, after giving effect to the Distribution, Mr. Luikart may be deemed to own beneficially 948,418 shares of Common Stock, of which 7,864 shares of Common Stock is owned directly, and 940,554 shares of Common Stock is deemed to be owned indirectly, including 618,075 shares of Common Stock owned by Jefferies Capital Partners IV and 322,479 shares of Common Stock owned by Jefferies Employee Partners.