

FIESTA RESTAURANT GROUP, INC.

Reported by
FRIEDMAN BRIAN P

FORM 4

(Statement of Changes in Beneficial Ownership)

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

Address	14800 LANDMARK BOULEVARD, SUITE 500 ADDISON, TX 75254
Telephone	972-702-9300
CIK	0001534992
Symbol	FRGI
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)		
FRIEDMAN BRIAN P			Fiesta Restaurant Group, Inc.			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
C/O JEFFERIES CAPITAL PARTNERS, 520 MADISON AVENUE, 10TH FLOOR			6/20/2013					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10022						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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)	6/20/2013		J (1)		2237098 (1) (2)		D	\$0 (1)	996924 (2)	I (2)	See footnote (1)

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)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN BRIAN P 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.

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): Mr. Friedman 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. As part of the Distribution, Mr. Friedman also received for no consideration an aggregate of 18,419 shares of Common Stock from Jefferies Capital Partners IV, General Partner and Manager. In addition, Mr. Friedman may be deemed to beneficially own the 28,668 shares of Common Stock received by 2055 Partners L.P. for no consideration from Jefferies Capital Partners IV and General Partner as part of the Distribution. Accordingly, after giving effect to the Distribution, Mr. Friedman may be deemed to own beneficially 996,924 shares of Common Stock, of which 27,702 shares of Common Stock is owned directly, and 969,222 shares of Common Stock is deemed to be owned indirectly, including 618,075 shares of Common Stock owned by Jefferies Capital Partners IV, 322,479 shares of Common Stock owned by Jefferies Employee Partners and 28,668 shares of Common Stock owned by 2055 Partners L.P. Mr. Friedman disclaims beneficial ownership of the shares of Common Stock distributed by Jefferies Capital Partners IV, JCP Partners, General Partner and Manager as part of the Distribution except to the extent of his pecuniary interest therein.