

FIESTA RESTAURANT GROUP, INC.

Reported by
TUNNESSEN JAMES E

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/28/12 for the Period Ending 08/28/12

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,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Tunnessen James E <small>(Last) (First) (Middle)</small> C/O FIESTA RESTAURANT GROUP, INC., 7300 NORTH KENDALL DRIVE, 8TH FLOOR <small>(Street)</small> MIAMI, FL 33156 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Fiesta Restaurant Group, Inc. [FRGI] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/28/2012</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP - Pollo Tropical 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> X Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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, \$0.01 par value	8/28/2012		S		100	D	\$15.89	44446	D	
Common Stock, \$0.01 par value	8/28/2012		S		200	D	\$15.87	44246	D	
Common Stock, \$0.01 par value	8/28/2012		S		1200	D	\$15.86	43046	D	
Common Stock, \$0.01 par value	8/28/2012		S		3284	D	\$15.85	39762	D	
Common Stock, \$0.01 par value	8/28/2012		S		3583	D	\$15.84	36179	D	
Common Stock, \$0.01 par value	8/28/2012		S		1600	D	\$15.83	34579	D	
Common Stock, \$0.01 par value	8/28/2012		S		400	D	\$15.82	34179	D	
Common Stock, \$0.01 par value	8/28/2012		S		100	D	\$15.81	34079	D	
Common Stock, \$0.01 par value	8/28/2012		S		807	D	\$15.80	33272	D	
Common Stock, \$0.01 par value	8/28/2012		S		700	D	\$15.76	32572	D	

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:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tunnessen James E C/O FIESTA RESTAURANT GROUP, INC. 7300 NORTH KENDALL DRIVE, 8TH FLOOR MIAMI, FL 33156			EVP - Pollo Tropical	

Signatures

/s/ James E. Tunnessen

8/28/2012

** 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.

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