

FIESTA RESTAURANT GROUP, INC.

Reported by
FRIEDMAN BRIAN P

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/29/13 for the Period Ending 03/27/13

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 * FRIEDMAN BRIAN P (Last) (First) (Middle) C/O JEFFERIES CAPITAL PARTNERS, 520 MADISON AVENUE, 10TH FLOOR (Street) NEW YORK, NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Fiesta Restaurant Group, Inc. [FRGI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/27/2013</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 ⁽¹⁾	3/27/2013		S		3335000 ⁽²⁾	D	\$23.28 ⁽²⁾	3224739 ⁽²⁾	I	See footnote (1)
Common Stock								7868	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				

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

3/29/2013

** 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.

(1) Brian P. Friedman (“Mr. Friedman”), as a managing member of Jefferies Capital Partners LLC (f/k/a Jefferies Capital Partners IV LLC), may be deemed to own beneficially and indirectly the shares of common stock, par value \$0.01 per share (“Common Stock”), of Fiesta Restaurant Group, Inc. (the “Company”), disposed of by (i) Jefferies Capital Partners IV L.P. (“Jefferies Capital Partners IV”), which disposed of 2,895,602 shares of Common Stock; (ii) Jefferies Employee Partners IV LLC (“Jefferies Employee Partners”), which disposed of 333,506 shares of Common Stock; and (iii) JCP Partners IV LLC (“JCP Partners” and, together with Jefferies Capital Partners IV and Jefferies Employee Partners, collectively, “Jefferies Capital Partners”), which disposed of 105,892 shares of Common Stock. In such capacity as managing member, Mr. Friedman may be deemed to have beneficially owned the shares of Common Stock disposed of by Jefferies Capital Partners. Mr. Friedman disclaims beneficial ownership of the shares of Common Stock disposed of by Jefferies Capital Partners except to the extent of his pecuniary interest therein.

(2) On March 21, 2013, Jefferies Capital Partners and the Company entered into an Underwriting Agreement with Jefferies LLC, as representative of the several underwriters named therein (the “Underwriters”), relating to the offer and sale (the “Offering”) by Jefferies Capital Partners to the Underwriter of an aggregate of 3,335,000 shares of Common Stock, which includes an aggregate of 435,000 shares of Common Stock that the Underwriters purchased from Jefferies Capital Partners upon exercise of their over-allotment option, at a price of \$24.25 per share (before Underwriters’ discounts and commissions). Jefferies Capital Partners paid to the Underwriters discounts and commissions equal to \$.97 per share. Accordingly, Jefferies Capital Partners received a price per share of \$23.28 (net of Underwriters’ discounts and commissions). The Offering closed on March 27, 2013. Accordingly, after giving effect to the sale of Common Stock under the Underwriting Agreement, Jefferies Capital Partners IV is the beneficial owner of 2,799,870 shares of Common Stock, Jefferies Employee Partners is the beneficial owner of 322,479 shares of Common Stock and JCP Partners is the beneficial owner of 102,390 shares of Common Stock, and Mr. Friedman may be deemed to own beneficially and indirectly the 3,224,739 shares of Common Stock which are deemed beneficially owned by Jefferies Capital Partners.