

FRIEDMAN BRIAN P
Form 4
August 29, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIEDMAN BRIAN P

2. Issuer Name and Ticker or Trading Symbol
Fiesta Restaurant Group, Inc. [FRGI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O LEUCADIA NATIONAL CORPORATION, 520 MADISON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2017

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

(Street)
NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/25/2017 | | P ⁽¹⁾ | V Amount (A) or (D) Price \$ 17.63 ⁽²⁾ | 1,881,295 | I ⁽¹⁾ | See footnote 1 |
| Common Stock | 08/28/2017 | | P ⁽¹⁾ | V Amount (A) or (D) Price \$ 17.3462 ⁽²⁾ | 1,906,295 | I ⁽¹⁾ | See footnote 1 |
| Common Stock | 08/29/2017 | | P ⁽¹⁾ | V Amount (A) or (D) Price \$ 17.1393 ⁽²⁾ | 1,981,295 | I ⁽¹⁾ | See footnote 1 |
| Common Stock | | | | | 36,270 | D | |

| | | | |
|--------------|--------|------------------|----------------|
| Common Stock | 28,668 | I ⁽³⁾ | See footnote 3 |
|--------------|--------|------------------|----------------|

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FRIEDMAN BRIAN P
C/O LEUCADIA NATIONAL CORPORATION
520 MADISON AVENUE
NEW YORK, NY 10022

Signatures

/s/ Brian P. Friedman 08/29/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
Reflects acquisitions of the reported shares of the Issuer's common stock by Leucadia National Corporation ("Leucadia"). The Reporting Person is the President and a director of Leucadia. The Reporting Person disclaims beneficial ownership over the Issuer's shares purchased by Leucadia except to the extent of his indirect pecuniary interest.

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- (2) Weighted average price per share. The Reporting Person will provide transaction details upon request.
- (3) The Reporting Person 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 of the Issuer beneficially owned by 2055 Partners.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.