

ARMISTICE CAPITAL, LLC  
 Form 4  
 November 16, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 ARMISTICE CAPITAL, LLC

2. Issuer Name and Ticker or Trading Symbol  
 Del Frisco's Restaurant Group, Inc.  
 [DFRG]

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

(Last) (First) (Middle)  
 510 MADISON AVENUE, 7TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/15/2018

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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  
 \_\_\_X\_\_\_ 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) |           |                  |                             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|------------------|-----------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |           |                  |                             |
| Common Stock                    | 11/15/2018                           |  | P                              |   | 36,456  | A  | \$ 6.2217   | 3,832,456 | D <sup>(1)</sup> |                             |
| Common Stock                    | 11/15/2018                           |  | P                              |   | 0   | A  | \$ 0  | 3,832,456 | I                | See Footnote <sup>(2)</sup> |
| Common Stock                    | 11/15/2018                           |  | P                              |   | 0   | A  | \$ 0  | 3,832,456 | I                | See Footnote <sup>(2)</sup> |
| Common Stock                    | 11/15/2018                           |  | P                              |   | 17,544  | A  | \$ 6.2364   | 3,850,000 | D <sup>(1)</sup> |                             |

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|              |            |   |        |   |          |           |                  |                  |
|--------------|------------|---|--------|---|----------|-----------|------------------|------------------|
| Common Stock | 11/15/2018 | P | 0      | A | \$ 0     | 3,850,000 | I                | See Footnote (2) |
| Common Stock | 11/15/2018 | P | 0      | A | \$ 0     | 3,850,000 | I                | See Footnote (2) |
| Common Stock | 11/15/2018 | P | 8,000  | A | \$ 6.29  | 3,858,000 | D <sup>(1)</sup> |                  |
| Common Stock | 11/15/2018 | P | 0      | A | \$ 0     | 3,858,000 | I                | See Footnote (2) |
| Common Stock | 11/15/2018 | P | 0      | A | \$ 0     | 3,858,000 | I                | See Footnote (2) |
| Common Stock | 11/16/2018 | P | 16,000 | A | \$ 6.105 | 3,874,000 | D <sup>(1)</sup> |                  |
| Common Stock | 11/16/2018 | P | 0      | A | \$ 0     | 3,874,000 | I                | See Footnote (2) |
| Common Stock | 11/16/2018 | P | 0      | A | \$ 0     | 3,874,000 | I                | See Footnote (2) |

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

**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.**

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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 Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ARMISTICE CAPITAL, LLC<br>510 MADISON AVENUE<br>7TH FLOOR<br>NEW YORK, NY 10022  |               | X         |         |       |
| Armistice Capital Master Fund Ltd.<br>C/O DMS CORPORATE SERVICES LTD.<br>20 GENESIS CLOSE, P.O. BOX 314<br>GRAND CAYMAN, E9 KY1-1104 |               | X         |         |       |
| Boyd Steven<br>C/O ARMISTICE CAPITAL, LLC<br>510 MADISON AVENUE, 7TH FLOOR<br>NEW YORK, NY 10022                                     |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| Armistice Capital, LLC, By: /s/ Steven Boyd, Managing Member     | 11/16/2018 |
| __Signature of Reporting Person                                  | Date       |
| Armistice Capital Master Fund Ltd. By: /s/ Steven Boyd, Director | 11/16/2018 |
| __Signature of Reporting Person                                  | Date       |
| /s/ Steven Boyd  | 11/16/2018 |
| __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).

(1) The reported securities are directly owned by Armistice Capital Master Fund Ltd.

The reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands corporation, and may be deemed to be indirectly beneficially owned by Armistice Capital, LLC, as the investment manager of Armistice Capital Master Fund Ltd. The reported securities may also be deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital,

(2) LLC and Director of Armistice Capital Master Fund Ltd. Armistice Capital, LLC and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.