MAYER MARIA Form 4 March 07, 2018

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

per share

(Print or Type Responses)

1. Name and Address of Reporting Person * MAYER MARIA			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Fiesta Restaurant Group, Inc. [FRGI]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Mide	dle) 3. Date of	Earliest Tra	nsaction			(Che	eck all applicable	e)	
	RESTAURA C., 7255 COR R., SUITE C		(Month/Da 03/05/20 ATE	•				Director X Officer (gives below)		Owner er (specify	
MIAMI, FL	(Street) 33126			dment, Date h/Day/Year)	e Original			6. Individual or Applicable Line) _X_ Form filed by Form filed by Person	•	erson	
(City)	(State)	(Zij	p) Table	I - Non-De	erivative S	Securi	ties Acc	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) l	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D	)	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, par value \$0.01	03/05/2018			A	6,017	A (1)	\$ 0 (1)	6,017	D		

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.

SEC 1474

(9-02)

### Edgar Filing: MAYER MARIA - Form 4

# 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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights	(2) (3)	03/05/2018		A	18,049	(2)(3)	(2)(3)	Common Stock	18,049

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MAYER MARIA C/O FIESTA RESTAURANT GROUP, INC. 7255 CORPORATE CENTER DR., SUITE C MIAMI, FL 33126

See Remarks

### **Signatures**

/s/ Maria Mayer 03/07/2018

\*\*Signature of Date
Reporting Person

# **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 Shares were granted to the Reporting Person pursuant to the Issuer's 2012 Stock Incentive Plan.
  - Each performance right represents a contingent right to receive one share of the Issuer's common stock. The performance rights vest as follows: (i) 1/3 vests on March 6, 2019 upon the Issuer's common stock achieving a closing market price at or above \$30.00 for 20 consecutive trading days at any point during the period between March 6, 2018 and March 6, 2019, (ii) 1/3 vests on March 6, 2020 upon
- (2) the Issuer's common stock achieving a closing market price at or above \$35.00 for 20 consecutive trading days at any point during the period between March 6, 2019 and March 6, 2020, (iii) 1/3 vests on March 6, 2021 upon the Issuer's common stock achieving a closing market price at or above \$40.00 for 20 consecutive trading days at any point during the period between March 6, 2020 and March 6, 2021, and (iv) the employment of the Reporting Person by the Issuer on the applicable vesting date.
- (Continued from footnote 2) If the Issuer common stock target price above for any performance period is not met, any unvested shares of (3) the Issuer's common stock will be rolled over to the subsequent performance period on a pro rata basis and subject to the Issuer common stock target price for such subsequent performance period.

#### **Remarks:**

SVP, General Counsel and Secretary

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

### Edgar Filing: MAYER MARIA - Form 4

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.