

Edgar Filing: Texas Roadhouse, Inc. - Form SC 13G/A

Texas Roadhouse, Inc.  
Form SC 13G/A  
December 10, 2013

SCHEDULE 13G

Amendment No. 4  
TEXAS ROADHOUSE INC  
Common Stock  
Cusip #882681109

Cusip #882681109  
Item 1: Reporting Person - FMR LLC  
Item 4: Delaware  
Item 5: 156,080  
Item 6: 0  
Item 7: 6,886,729  
Item 8: 0  
Item 9: 6,886,729  
Item 11: 9.763%  
Item 12: HC

Cusip #882681109  
Item 1: Reporting Person - Edward C. Johnson 3d  
Item 4: United States of America  
Item 5: 0  
Item 6: 0  
Item 7: 6,886,729  
Item 8: 0  
Item 9: 6,886,729  
Item 11: 9.763%  
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

TEXAS ROADHOUSE INC

Item 1(b). Name of Issuer's Principal Executive Offices:

6040 Dutchmans Lane  
Suite 400  
Louisville, KY 40205

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None,  
Residence:

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245 Summer Street, Boston,  
Massachusetts 02210

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

882681109

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

- (a) Amount Beneficially Owned: 6,886,729
- (b) Percent of Class: 9.763%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 156,080
  - (ii) shared power to vote or to direct the vote: 0
  - (iii) sole power to dispose or to direct the disposition of: 6,886,729
  - (iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of TEXAS ROADHOUSE INC. No one person's interest in the Common Stock of TEXAS ROADHOUSE INC is more than five percent of the total outstanding Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

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Item 8. Identification and Classification of Members of the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 09, 2013  
Date

/s/ Scott C. Goebel  
Signature

Scott C. Goebel  
Duly authorized under Power of Attorney  
effective as of June 1, 2008 by and on behalf of FMR LLC  
and its direct and indirect subsidiaries

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 245 Summer Street, Boston, Massachusetts 02210, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 6,156,585 shares or 8.728% of the Common Stock outstanding of TEXAS ROADHOUSE INC ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 6,156,585 shares owned by the Funds.

Fidelity SelectCo, LLC ("SelectCo"), 1225 17th Street, Suite 1100, Denver, Colorado 80202, a wholly-owned subsidiary of FMR LLC and an investment adviser registered

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under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 574,157 shares or 0.814% of the Common Stock outstanding of TEXAS ROADHOUSE INC ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940 (the "SelectCo Funds").

Edward C. Johnson 3d and FMR LLC, through its control of SelectCo, and the SelectCo Funds each has sole power to dispose of the 574,157 owned by the SelectCo Funds.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Pyramis Global Advisors, LLC ("PGALLC"), 900 Salem Street, Smithfield, Rhode Island, 02917, an indirect wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 49,780 shares or 0.071% of the outstanding Common Stock of TEXAS ROADHOUSE INC as a result of its serving as investment adviser to institutional accounts, non-U.S. mutual funds, or investment companies registered under Section 8 of the Investment Company Act of 1940 owning such shares.

Edward C. Johnson 3d and FMR LLC, through its control of PGALLC, each has sole dispositive power over 49,780 shares and sole power to vote or to direct the voting of 49,780 shares of Common Stock owned by the institutional accounts or funds advised by PGALLC as reported above.

Pyramis Global Advisors Trust Company ("PGATC"), 900 Salem Street, Smithfield, Rhode Island, 02917, an indirect wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 106,207 shares or 0.151% of the outstanding Common Stock of the TEXAS ROADHOUSE INC as a result of its serving as investment manager of institutional accounts owning such shares.

Edward C. Johnson 3d and FMR LLC, through its control of Pyramis Global Advisors Trust Company, each has sole dispositive power over 106,207 shares and sole power to

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vote or to direct the voting of 106,207 shares of Common Stock owned by the institutional accounts managed by PGATC as reported above.

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)  
RULE 13d-1(f) (1) AGREEMENT

The undersigned persons, on December 09, 2013, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of TEXAS ROADHOUSE INC at November 30, 2013.

FMR LLC

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of Edward C. Johnson 3d

Fidelity Management & Research Company

By /s/ Scott C. Goebel  
Scott C. Goebel

Senior V.P. and General Counsel

ZE: 10pt; FONT-FAMILY: times new roman">3

SEC USE ONLY

4  
SOURCE OF FUNDS

WC  
5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6  
CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY EACH  
REPORTING  
PERSON  
WITH

7  
SOLE VOTING POWER

8  
SHARED VOTING POWER

701,800

9  
SOLE DISPOSITIVE POWER

10  
SHARED DISPOSITIVE POWER

701,800

11  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

701,800

12  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5%

14  
TYPE OF REPORTING PERSON

CO

CUSIP No. 200 50L 100

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Trinad Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
(a)  
(b) x (joint filers)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		
OWNED		
BY EACH		
REPORTING		
PERSON		
WITH		

8	SHARED VOTING POWER
---	---------------------

701,800

9	SOLE DISPOSITIVE POWER
---	------------------------

10	SHARED DISPOSITIVE POWER
----	--------------------------

701,800

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

701,800

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.5%

14 TYPE OF REPORTING PERSON

IA



CUSIP No. 200 50L 100

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Robert S. Ellin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*  
(a)  
(b) x (joint filers)

3 SEC USE ONLY

4 SOURCE OF FUNDS

N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		65,000(1)
OWNED		
BY EACH		
REPORTING		
PERSON		
WITH		

8	SHARED VOTING POWER
---	---------------------

701,800 (2)

9	SOLE DISPOSITIVE POWER
---	------------------------

65,000 (1)

10	SHARED DISPOSITIVE POWER
----	--------------------------

701,800 (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

766,800 (1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.0%

14 TYPE OF REPORTING PERSON

IN

(1) Includes 10,000 common shares that may be issued upon the exercise of options at an exercise price of \$2.05 per share held by Mr. Ellin, 10,000 common shares that may be issued upon the exercise of options at an exercise price of \$2.67 per share held by Mr. Ellin, 10,000 shares that may be issued upon the exercise of options at an exercise price of \$3.19 per share held by Mr. Ellin, 10,000 shares that may be issued upon the exercise of options at an exercise price of \$3.36 per share held by Mr. Ellin, and 25,000 shares that may be issued upon the exercise of options at an exercise price of \$3.08 per share held by Mr. Ellin.

(2) Includes 701,8000 shares of the Issuer's Common Stock held by Trinad Capital Master Fund, Ltd. Robert S. Ellin disclaims beneficial ownership of the Issuer's Common Stock directly and beneficially owned by Trinad Capital Master Fund, Ltd. except to the extent of his pecuniary interests therein.

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CUSIP No. 200 50L 100

Introductory Statement

The purpose of this statement, dated June 16, 2011, which constitutes Amendment No. 7 to the Schedule 13D, dated September 15, 2004, as amended (“Schedule 13D”), is to report changes since the Reporting Persons’ (defined below) last reporting date (May 2, 2011). Except as otherwise supplemented by the information in this Amendment, the information contained in the Schedule 13D, remains in effect.

Item 1. Security and Issuer.

The class of equity securities to which this statement relates is the common stock, \$0.0001 par value per share, (the “Common Stock”) of Command Security Corporation, a New York corporation (the “Issuer”). The principal executive offices of the Issuer are located at Lexington Park, La Grangeville, New York 12540.

Item 2. Identity and Background.

(a), (c) and (f)

This Schedule is being filed jointly by:

- (i) Trinad Capital Master Fund, Ltd., a Cayman Islands corporation, which is a hedge fund dedicated to investing in micro-cap companies, with respect to shares directly and beneficially owned by Trinad Capital Master Fund, Ltd.
- (ii) Trinad Management, LLC, a Delaware limited liability company, which is principally engaged in the business of managing the investments of Trinad Capital Master Fund, Ltd., with respect to the shares directly and beneficially owned by Trinad Capital Master Fund, Ltd.
- (iii) Robert S. Ellin, an individual, whose principal occupation is to serve as managing member and portfolio manager for Trinad Management, LLC, which is the manager of Trinad Capital Master Fund, Ltd. Mr. Ellin is a United States citizen.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.”

Although this Amendment is being made jointly by the Reporting Persons, each of them expressly disaffirms membership in any group under Rule 13d-5 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise.

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(b)

The address of the principal business office of Trinad Capital Master Fund, Ltd, Trinad Capital LP, Trinad Management, LLC, Trinad Advisors II, LLC, and Robert S. Ellin is 4751 Wilshire Boulevard, 3rd Floor, Los Angeles, CA 90010.

(d)-(e)

During the last five years, none of the Reporting Persons have nor, to the best of their knowledge, have any of the directors, executive officers, control persons, general partners or members of such Reporting Persons (i) been convicted in any criminal proceeding or (ii) been a party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

#### Item 3. Source and Amount of Funds or Other Consideration.

Since the filing of Amendment Number 6, Trinad Capital Master Fund, Ltd. used its working capital to purchase shares of the Issuer's Common Stock on the open market in the quantities and at the prices set forth in Item 5(c) below.

All 701,800 shares of the Common Stock owned by Trinad Capital Master Fund, Ltd. may be deemed to be "collateral" for borrowings pursuant to margin or other account arrangements with Lazard Capital Market LLC relating to a brokerage account of Trinad Capital Master Fund, Ltd., which is a stock margin account maintained by Trinad Capital Master Fund, Ltd. with such broker pursuant to customary brokerage account arrangements. Such standard arrangements involve margin securities of up to a specified percentage of the market value of the shares of the Common Stock, as well as other securities in such account, bear interest at varying rates and contain only standard default and similar provisions, the operation of which should not give any other person immediate voting power or investment power over the shares of the Common Stock.

#### Item 4. Purpose of Transaction.

The Reporting Persons intend to continuously assess the Issuer's business, financial conditions, results of operations and prospects, general economic conditions, the securities markets in general and those for the Issuer's securities. Depending on such assessments, the Reporting Persons may, from time to time, acquire additional shares of Common Stock or may determine to sell or otherwise dispose of all or some of its holdings.

The Reporting Persons may also engage in and may plan for their engagement any of the items discussed in clauses (a) through (j) of Item 4 of the instructions to Schedule 13D.

#### Item 5. Interest in Securities of the Issuer.

(a) Unless otherwise indicated, as of the date hereof,

Trinad Capital Master Fund, Ltd. is the beneficial owner of 701,800 shares of the Common Stock, representing approximately 6.5% of the Common Stock.



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Trinad Management, LLC, as the manager of Trinad Capital Master Fund, Ltd., is deemed the beneficial owner of 701,800 shares of the Common Stock held by Trinad Capital Master Fund, Ltd. representing approximately 6.5% of the Issuer's Common Stock.

Trinad Capital LP, a Delaware limited partnership, is principally engaged in investing in Trinad Capital Master Fund, Ltd., with respect to shares indirectly and beneficially owned by Trinad Capital LP through its investment in Trinad Capital Master Fund, Ltd. Trinad Advisors II, LLC, a Delaware limited liability company, is the general partner of Trinad Capital LP, and principally serves as the general partner of Trinad Capital LP with respect to the shares indirectly and beneficially owned by Trinad Capital LP.

Robert S. Ellin, the managing director of and portfolio manager for Trinad Management, LLC and the managing director of Trinad Advisors II, LLC, is deemed the beneficial owner of 766,800 representing approximately 7.0% of the Issuer's Common Stock which includes 701,800 shares of the Common Stock held by Trinad Capital Master Fund, Ltd. and 65,000 options to purchase Common Stock held by Mr. Ellin individually. Robert S. Ellin disclaims beneficial ownership of the Issuer's Common Stock directly and beneficially owned by Trinad Capital Master Fund, Ltd. except to the extent of his pecuniary interests therein.

Trinad Management, LLC disclaims beneficial ownership of the Issuer's Common Stock directly and beneficially owned by Trinad Capital Master Fund, Ltd., except to the extent of its pecuniary interest therein.

The percentages herein were calculated based on the 10,878,098 shares of the Issuer's Common Stock, \$0.0001 par value, reported by the Issuer to be issued and outstanding as of February 4, 2011 in the Issuer's 10-Q for the period ended December 31, 2010 filed with the Securities and Exchange Commission on February 9, 2011.

(b) Trinad Management, LLC and Robert S. Ellin have shared power to direct the vote and shared power to direct the disposition of the 701,800 shares of Common Stock held by Trinad Capital Master Fund, Ltd.

(c) Trinad Capital Master Fund, Ltd. has engaged in the following transactions since May 2, 2010, the Reporting Persons' last reporting date:

Transaction Date	Shares Purchased (Sold)	Price per Share (\$)	Commission
06/16/2011	1,600	1.4900	16.00
6/10/2011	500	1.5300	15.00
6/9/2011	19,900	1.5346	199.00
6/8/2011	1,000	1.5800	15.00
6/7/2011	8,000	1.5963	80.00
6/6/2011	2,000	1.5525	20.00
6/1/2011	1,500	1.6525	15.00
5/31/2011	2,700	1.6269	27.00
5/27/2011	1,000	1.6140	15.00
5/23/2011	11,200	1.6354	112.00
5/20/2011	1,000	1.6300	15.00
5/18/2011	1,100	1.6567	15.00
5/13/2011	2,700	1.6889	27.00
5/10/2011	5,000	1.6938	25.00
5/10/2011	200	1.7400	15.00



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Transaction Date	Shares Purchased (Sold)	Price per Share (\$)	Commission
5/9/2011	1,000	1.6320	15.00
5/6/2011	1,100	1.6000	15.00
5/5/2011	3,600	1.6303	36.00
5/3/2011	(5,000)	1.7000	50.00

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to the Securities of the Issuer.

None.

Item 7. Material to be Filed as Exhibits.

Exhibit A Joint Filing Agreement, dated as of June 16, 2011

CUSIP No. 200 50L 100

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TRINAD CAPITAL MASTER FUND, LTD.  
a Cayman Islands exempted company

TRINAD MANAGEMENT, LLC  
a Delaware limited liability company

By: /s/ Robert S. Ellin  
Robert S. Ellin, Director

By: /s/ Robert S. Ellin  
Robert S. Ellin, Managing Member

Date: June 16, 2011

Date: June 16, 2011

By: /s/ Robert S. Ellin  
Robert S. Ellin, an individual

Date: June 16, 2011

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

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CUSIP No. 200 50L 100

EXHIBIT A  
JOINT FILING AGREEMENT  
PURSUANT TO RULE 13D-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

TRINAD CAPITAL MASTER FUND, LTD.  
a Cayman Islands exempted company

By: /s/ Robert S. Ellin  
Robert S. Ellin, Director

Date: June 16, 2011

By: /s/ Robert S. Ellin  
Robert S. Ellin, an individual

Date: June 16, 2011

TRINAD MANAGEMENT, LLC  
a Delaware limited liability company

By: /s/ Robert S. Ellin  
Robert S. Ellin, Managing Member

Date: June 16, 2011

