

LUIKART JAMES L
Form 4
March 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
Jefferies Capital Partners LLC

(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]

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

03/27/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|-----------------------------|
| | | | Code | V Amount (A) or (D) Price | | | | |
| Common Stock ⁽¹⁾ | 03/27/2013 | | S | 3,335,000 ⁽²⁾ | \$ 23.28 ⁽²⁾ | 3,224,739 ⁽²⁾ | I | See footnote ⁽¹⁾ |

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

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SEC 1474 (9-02)

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

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| 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 Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
| | | | | 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 |
| Jefferies Capital Partners LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022 | | X | | |
| JEFFERIES CAPITAL PARTNERS IV LP C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022 | | X | | |
| Jefferies Employee Partners IV LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022 | | X | | |
| JCP PARTNERS IV LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE NEW YORK, NY 10022 | | X | | |
| JCP IV LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022 | | X | | |
| LUIKART JAMES L C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE, 10TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

/s/ Brian P.
Friedman

03/29/2013

__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) See Exhibit 99.1 - Footnote (1).
 - (2) See Exhibit 99.1 - Footnote (2).

Remarks:

(1) This report is filed jointly by Jefferies Capital Partners LLC, Jefferies Capital Partners IV L.P., Jefferies Employee Partner

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

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