Del Frisco's Restaurant Group, Inc.

Form 4

December 11, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 

3235-0287 Number:

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* GRAYKEN JOHN P

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

below)

Symbol

Del Frisco's Restaurant Group, Inc.

(Check all applicable)

[DFRG]

(Last) (First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner Other (specify Officer (give title

(Month/Day/Year) 12/10/2013

2711 NORTH HASKELL **AVENUE, SUITE 1700** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) 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

DALLAS, TX 75204

Security

(Instr. 3)

Stock

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

12/10/2013

(Month/Day/Year)

(Street)

3. Execution Date, if TransactiorDisposed of (D)

4. Securities Acquired (A) or Code (Instr. 3, 4 and 5) (Instr. 8)

(A)

D

5. Amount of 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership or Indirect Following (Instr. 4)

Ι

Reported (I) Transaction(s) (Instr. 4)

(Instr. 3 and 4)

or (D) Price

Code V Amount Common S 6,194,667

(Month/Day/Year)

See footnote (1)

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

### Edgar Filing: Del Frisco's Restaurant Group, Inc. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative		•		Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
						2	2		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner runner, runness	Director	10% Owner	Officer	Other			
GRAYKEN JOHN P 2711 NORTH HASKELL AVENUE SUITE 1700 DALLAS, TX 75204		X					
Lone Star Management Co. V, Ltd. WASHINGTON MALL, SUITE 304 7 REID STREET HAMILTON, HM11, B2 Bermuda		X					
Lone Star Partners V, L.P. WASHINGTON MALL, SUITE 304 7 REID STREET HAMILTON, HM11, B2 Bermuda		X					
Lone Star Fund V (U.S.) L.P. 2711 NORTH HASKELL AVENUE SUITE 1700 DALLAS, TX 75204		X					
LSF5 COI Holdings, LLC 2711 NORTH HASKELL AVENUE SUITE 1700 DALLAS, TX 75204		X					
LSF5 Wagon Holdings, LLC 2711 NORTH HASKELL AVENUE SUITE 1700 DALLAS, TX 75204		X					

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## **Signatures**

/s/ Michael D. Thomson, attorney-in-fact for John P. Grayken					
**Signature of Reporting Person	Date				
/s/ Marc L. Lipshy, Vice President of Lone Star Management Co. V, Ltd.					
**Signature of Reporting Person	Date				
/s/ Marc L. Lipshy, Vice President of Lone Star Management Co. V, Ltd., the general partner of Lone Star Partners V, L.P.	12/10/2013				
**Signature of Reporting Person	Date				
/s/ Marc L. Lipshy, Vice President of Lone Star Management Co. V, Ltd., the general partner of Lone Star Partners V, L.P., the general partner of Lone Star Fund V (U.S.) L.P.					
**Signature of Reporting Person	Date				
/s/ Kyle Volluz, Vice President of LSF5 COI Holdings, LLC	12/10/2013				
**Signature of Reporting Person	Date				
/s/ Kyle Volluz, Vice President of LSF5 Wagon Holdings, LLC	12/10/2013				
**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).
  - The shares that were sold were held directly by LSF5 Wagon Holdings, LLC ("Wagon"). John P. Grayken controls and is the sole owner of Lone Star Management Co. V, Ltd., which controls and is the general partner of Lone Star Partners V, L.P., which controls and is the
- (1) general partner of Lone Star Fund V (U.S.) L.P., which controls LSF5 COI Holdings, LLC, which is the sole owner of Wagon. Each of the reporting persons disclaimed beneficial ownership of the shares except to the extent of such reporting person's pecuniary interest therein.

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.

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