

Bravo Brio Restaurant Group, Inc.  
Form FWP  
October 21, 2010

ISSUER FREE WRITING PROSPECTUS  
(Supplementing Preliminary Prospectus Dated October 7, 2010)  
Filed Pursuant to Rule 433  
Registration No. 333-167951  
October 21, 2010

**BRAVO BRIO RESTAURANT GROUP, INC.**

*This Free Writing Prospectus relates only to the securities described in the preliminary prospectus dated October 7, 2010 and should be read together with the preliminary prospectus dated October 7, 2010.*

This Free Writing Prospectus sets forth revised disclosures under the following captions of the preliminary prospectus dated October 7, 2010:

Prospectus Summary The Offering;

Dilution; and

Principal and Selling Shareholders.

References to Holdings, our company, the Company, us, we and our are used in this Free Writing Prospectus in the same manner as in the preliminary prospectus dated October 7, 2010.

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**STATEMENT REGARDING THIS FREE WRITING PROSPECTUS**

The Company has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the Company, any underwriter, or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling: (1) Jefferies & Company, Inc., toll-free 1-888-449-2342; (2) Piper Jaffray & Co., toll-free 1-800-747-3924; or (3) Wells Fargo Securities, LLC, toll-free 1-800-326-5897.

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**The Offering**

Shares of common stock offered by us	5,000,000 shares.
Shares of common stock offered by the selling shareholders	5,000,000 shares, or 6,500,000 shares if the underwriters exercise their over-allotment option in full.
Over-allotment option	The selling shareholders have granted the underwriters an option for a period of 30 days to purchase up to 1,500,000 additional shares of our common stock to cover over-allotments.
Ownership after offering	Upon completion of this offering, our executive officers, directors and affiliated entities will beneficially own approximately 39.5% of our outstanding common stock, or approximately 32.2% if the underwriters exercise their over-allotment option in full, and will as a result have significant control over our affairs.

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**Dilution**

The following table summarizes, on the pro forma basis described in this section as of June 27, 2010, after giving effect to the reorganization transactions, the total number of shares of common stock purchased from us and the selling shareholders and the total consideration and the average price per share paid by existing shareholders and by investors participating in this offering. The calculation below is based on the initial public offering price of \$14.00 per share, before deducting estimated underwriting discounts and commissions and estimated fees and expenses payable by us.

	<b>Shares Purchased</b>		<b>Total Consideration</b>		<b>Average</b>
	<b>Number</b>	<b>Percentage</b>	<b>Amount</b>	<b>Percentage</b>	<b>Price per Share</b>
Existing shareholders	9,250,000	48.1%	\$ 70,000,000	33.3%	\$ 7.57
New investors	10,000,000	51.9%	140,000,000	66.7%	14.00
Total	19,250,000	100%	\$ 210,000,000	100%	\$ 10.91

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## Principal and Selling Shareholders

	Before Offering and Reorganization Transactions				After Offering and Reorganization Transactions			
	Number of Shares of Series A Preferred Stock Beneficially Owned	Percent of Series A Preferred Stock Owned	Number of Shares of Common Stock Beneficially Owned	Percent of Common Stock Beneficially Owned(1)	Number of Shares of Common Stock to be Sold in this Offering	Number of Additional Shares of Common Stock to be Sold at Underwriters Option	Number of Shares of Common Stock Beneficially Owned	Percent of Common Stock Beneficially Owned
Bravo Development Holdings (1)	47,659.500	80.1%	841,050.0	80.1%				
Bruckmann, Rosser, Sherrill & Co. II L.P.(1)(2)					2,410,835	709,872	2,990,933	15.0%
Bravo Holding I LLC(3)					2,410,835	709,872	2,990,933	15.0%
Bravo Capital Partners IV, (4)					74,304	33,440	180,159	
Bravo Capital Coinvestment (4)					104,026	46,816	252,224	1.3%
John F. Doody, III	5,503.750	9.3	97,125.0	9.3			1,408,555(5)	7.4%
Farhad Mohseni	349.500	*	6,100.0	*			444,957(6)	2.3%
John O. Rosser II(7)(8)(9)	47,659.500	80.1	841,050.0	80.1			2,990,933(2)	15.0%
John B. Pittaway(7)(8)(10)	47,659.500	80.1	841,050.0	80.1				
Michael J. Hislop							18,086(11)	
Michael J. Bernstein							18,086(11)	
Thomas J. O'Connor	120.325	*	1,847.5	*			102,568(12)	
Thomas T. O'Malley	367.450	*	6,235.0	*			180,021(13)	
Michael L. Moser	260.750	*	5,925.0	*			165,304(13)	
Richard F. Dee	187.000	*	3,300.0	*			137,421(14)	
Michael J. Frist(2)					2,057	925	4,987	
Directors and executive officers as a group (10 persons)	54,448.275	91.5%	961,582.5	91.6%			5,465,931	27.3%

\* Less than 1%

(1) The address of Bravo Development Holdings LLC ( Holdings ) and Bruckmann, Rosser, Sherrill & Co. II L.P. ( BRS II ) is c/o Bruckmann, Rosser, Sherrill & Co., Inc., 126 East 56th Street, New York, New York 10022. BRS II is a member of Holdings. As part of the reorganization transactions, BRS II will receive shares of our common stock in exchange for its units of Holdings. See Reorganization Transactions.

(2) BRSE, L.L.C. is the general partner of BRS II and as such may be deemed to have indirect beneficial ownership of the shares of common stock held by BRS II. Mr. Rosser is a manager of BRSE, L.L.C. and a partner of BRS

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II and as such may be deemed to have indirect beneficial ownership of the shares of common stock held by BRS II. Mr. Rosser expressly disclaims beneficial ownership of the shares of common stock held by BRS II except to the extent of his pecuniary interest in such shares.

Officers of BRSE, L.L.C. serve as power of attorney holders of Ms. Frist and as such BRS II may be deemed to have indirect beneficial ownership of the shares of common stock held by Ms. Frist. BRS II expressly disclaims beneficial ownership of the shares of common stock held by Ms. Frist. Ms. Frist is a current member of Holdings. The address of Ms. Frist is c/o Bruckmann, Rosser, Sherrill & Co., Inc., 126 East 56<sup>th</sup> Street, New York, New York 10022. As part of the reorganization transactions, Ms. Frist will receive shares of our common stock in exchange for her units of Holdings. See Reorganization Transactions.

- (3) The address of CHBravo Holding I LLC ( CHBravo ) is c/o Castle Harlan, Inc., 150 East 58<sup>th</sup> Street, New York, New York 10155. CHBravo is a member of Holdings. As part of the reorganization transactions, CHBravo will receive shares of our common stock in exchange for its units of Holdings. See Reorganization Transactions.
- (4) Current member of Holdings. The address of Golub Capital Partners IV, L.P. ( GCP ) and Golub Capital Coinvestment L.P. ( GCC ) is c/o Golub Capital, 551 Madison Avenue<sup>th</sup> Floor, New York, New York 10022. As part of the reorganization transactions, each of GCP and GCC will receive shares of our common stock in exchange for its units of Holdings. See Reorganization Transactions.
- (5) Includes options to purchase 90,430 shares of our common stock that will become fully vested and exercisable following the consummation of this offering.
- (6) Includes options to purchase 361,719 shares of our common stock that will become fully vested and exercisable following the consummation of this offering.
- (7) Includes 47,659.50 shares of Series A preferred stock and 841,050 shares of common stock owned by Holdings.
- (8) Messrs. Rosser and Pittaway may be deemed to share beneficial ownership of the shares held by Holdings by virtue of their status as members of the advisory board of Holdings. Each of Messrs. Rosser and Pittaway expressly disclaims beneficial ownership of any shares held by Holdings that exceed his pecuniary interest therein. The members of the advisory board of Holdings share investment and voting power with respect to securities owned by Holdings, but no individual controls such investment or voting power.
- (9) The address of Mr. Rosser is c/o Bruckmann, Rosser, Sherrill & Co., Inc., 126 East 56<sup>th</sup> Street, New York, New York, 10022.
- (10) The address of Mr. Pittaway is c/o Castle Harlan, Inc., 150 East 58<sup>th</sup> Street, New York, New York, 10155.
- (11) Includes options to purchase 18,086 shares of our common stock that will become fully vested and exercisable following the consummation of this offering.
- (12) Includes options to purchase 75,651 shares of our common stock that will become fully vested and exercisable following the consummation of this offering.
- (13) Includes options to purchase 93,737 shares of our common stock that will become fully vested and exercisable following the consummation of this offering.
- (14) Includes options to purchase 92,635 shares of our common stock that will become fully vested and exercisable following the consummation of this offering.

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ANY DISCLAIMERS OR OTHER NOTICES THAT MAY APPEAR BELOW ARE NOT APPLICABLE TO THIS COMMUNICATION AND SHOULD BE DISREGARDED. SUCH DISCLAIMERS OR OTHER NOTICES WERE AUTOMATICALLY GENERATED AS A RESULT OF THIS COMMUNICATION BEING SENT VIA BLOOMBERG OR ANOTHER EMAIL SYSTEM.