

Texas Roadhouse, Inc.
Form 4
January 10, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZARLEY JAMES R

(Last) (First) (Middle)

**C/O TEXAS ROADHOUSE,
INC., 6040 DUTCHMANS LANE**

(Street)

LOUISVILLE, KY 40205

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Texas Roadhouse, Inc. [TXRH]

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

12/22/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/22/2016		G	V	3,500 <u>(1)</u>	D	\$ 0 100,500	D	
Common Stock	12/22/2016		G		3,500	A	\$ 0 3,500	I	Zarley Family Foundation <u>(2)</u>
Common Stock	01/09/2017		M		8,500 <u>(3)</u>	A	\$ 0 109,000	D	
Common Stock							2,400	I	Zarley Investments, LP <u>(4)</u>
Common Stock							23,800	I	James R. Zarley Living

Trust ⁽⁵⁾

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

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(9-02)

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. 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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(6)	01/09/2017		M		8,500		(7)	(7)	Common Stock	8,500	\$
Restricted Stock Units	(6)							(8)	(8)	Common Stock	8,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZARLEY JAMES R C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE LOUISVILLE, KY 40205	X			

Signatures

/s/ Celia Catlett Power of
Attorney

01/10/2017

**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) This transaction represents a bona fide gift of common stock to the reporting person's charitable foundation, Zarley Family Foundation.

The reporting person has investment control over the securities of Zarley Family Foundation. The reporting person disclaims beneficial

(2) ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.

(3) Represents restricted stock units that are fully vested on the transaction date.

The reporting person is the General Partner of Zarley Investments, LP and has investment control over the securities. The reporting

(4) person disclaims beneficial ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.

The reporting person is the Trustee of the James R. Zarley Living Trust and has investment control over the securities. The reporting

(5) person disclaims beneficial ownership within the meaning of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, of such portion of those shares in which the reporting person has no actual pecuniary interest.

(6) Each restricted stock unit represents a conditional right to receive one share of the Company's Common Stock.

(7) The restricted stock units vested on January 8, 2017. Delivery of the shares to the reporting person occurred on January 9, 2017.

(8) The restricted stock units vest on January 8, 2018. Delivery of the shares to the reporting person will occur on January 8, 2018, subject to the report person's continued service with the Company.

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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