

# DEL FRISCO'S RESTAURANT GROUP, INC.

Reported by  
**MEDNANSKY MARK**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/04/17 for the Period Ending 04/03/17

|             |   |
|-------------|---|
| Address     | 930 S. KIMBALL AVE.<br>SUITE 100<br>SOUTHLAKE, TX 76092 |
| Telephone   | 817-601-3421  |
| CIK         | 0001415301  |
| Symbol      | DFRG  |
| Fiscal Year | 12/25   |

# 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 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |  |  |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person * |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                         |  |
| <b>Mednansky Mark</b>                     |  | <b>Del Frisco's Restaurant Group, Inc. [DFRG]</b> |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner                    |  |
| (Last) (First) (Middle)                   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| <b>920 S. KIMBALL AVE, SUITE 100</b>      |  | <b>4/3/2017</b>                                   |  |  |  |
| (Street)                                  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| <b>SOUTHLAKE, TX 76092</b>                |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person                             |  |
| (City) (State) (Zip)                      |  |   |  | <input type="checkbox"/> Form filed by More than One Reporting Person                              |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(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                       | 4/3/2017       |                                   | A                         |   | 4121   | A          | \$0.00 (1) | 42440  | D  |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date |     | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) |                 | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|---------------------------|---|---|---|-----|--|-----------------|--|---|--|--|
|   |  |                |                                   | Code                      | V |   | (A)                                     | (D) | Date Exercisable   | Expiration Date |  |   |  |  |

**Explanation of Responses:**

(1) Consists of shares of restricted stock granted pursuant to the Company's 2012 Long-Term Incentive Plan as compensation for services.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| <b>Mednansky Mark</b><br><b>920 S. KIMBALL AVE, SUITE 100</b><br><b>SOUTHLAKE, TX 76092</b> | <b>X</b>      |           |         |       |

**Signatures**

/s/ **Thomas J. Pennison, Jr., under Power of Attorney**

**4/4/2017**

\*\*Signature of Reporting Person

Date

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

\* 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).

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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