

# DEL FRISCO'S RESTAURANT GROUP, INC.

Reported by  
**PENNISON THOMAS J JR**

## **FORM 4** (Statement of Changes in Beneficial Ownership)

Filed 05/17/17 for the Period Ending 05/15/17

Address	930 S. KIMBALL AVE. SUITE 100 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**

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## 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

<b>1. Name and Address of Reporting Person *</b>  <b>Pennison Thomas J Jr</b>  (Last) (First) (Middle)  <b>920 S. KIMBALL AVE. #100</b>  (Street)  <b>SOUTHLAKE, TX 76092</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Del Frisco's Restaurant Group, Inc. [ DFRG ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Chief Financial Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/15/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/15/2017		M		1926	A	\$13.00	44536	D	
Common Stock	5/15/2017		S		1926	D	\$17.80 (L)	42610	D	
Common Stock	5/17/2017		M		901	A	\$13.00	43511	D	
Common Stock	5/17/2017		S		901	D	\$17.60	42610	D	

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

1. Title of Derivate Security (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) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$13.00	5/15/2017		M		1926		(L)	7/26/2022	Common Stock	1926	\$0.00	68074	D	
Stock Option (Right to Buy)	\$13.00	5/17/2017		M		901		(L)	7/26/2022	Common Stock	901	\$0.00	67173	D	

**Explanation of Responses:**

- (1) This transaction was executed in multiple sales at prices ranging from \$17.80 to \$17.825. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) Stock Options vested in four equal installments on the first, second, third and fourth anniversaries of the 7/26/2012 grant date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Pennison Thomas J Jr</b> <b>920 S. KIMBALL AVE. #100</b> <b>SOUTHLAKE, TX 76092</b>			<b>Chief Financial Officer</b>	

**Signatures**

/s/ **Thomas J. Pennison, Jr.** 5/17/2017  
\*\*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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