

ZARLEY JAMES R

Form 4

May 03, 2019

**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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2005  
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response... 0.5

(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)  
05/01/2019

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	05/01/2019		P		18,900	A	\$ 52.51	18,900	I	Zarley Investments LP <sup>(1)</sup>
Common Stock								113,100	D	
Common Stock								4,000	I	Zarley Family Foundation <sup>(2)</sup>
Common Stock								23,800	I	James R. Zarley

Living Trust  
(3)

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

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SEC 1474  
(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. Price of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(4)					(5)	(5)	Common Stock	143	
Restricted Stock Units	(4)					(6)	(6)	Common Stock	4,250	
Restricted Stock Units	(4)					(7)	(7)	Common Stock	100	
Restricted Stock Units	(4)					(8)	(8)	Common Stock	100	
Restricted Stock Units	(4)					(9)	(9)	Common Stock	150	

## 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

05/03/2019

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

(2) The reporting person has investment control over the securities of Zarley Family Foundation. The reporting 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.

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

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

(5) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as the chair of the Compensation Committee for the Company.

(6) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service with the Company.

(7) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as a Nominating and Corporate Governance Committee member with the Company.

(8) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as a Compensation Committee member with the Company.

(9) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service as an Audit Committee member 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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