

FORM 4

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

OMB APPROVAL
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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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
DIPIETRO LOUIS		Fiesta Restaurant Group, Inc. [FRGI]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, GC and Secretary	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O FIESTA RESTAURANT GROUP, INC., 14800 LANDMARK BOULEVARD, SUITE 500		3/4/2019			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
DALLAS, TX 75254				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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, par value \$0.01 per share	3/4/2019		A		7674	A (1)	\$0.00 (1)	7674	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				
Performance Rights	(2)	3/4/2019		A		23022		(2)	(2)	Common Stock	23022	\$0.00	23022	D	

Explanation of Responses:

- The Shares were granted to the Reporting Person pursuant to the Issuer's 2012 Stock Incentive Plan.
- Each performance right represents a contingent right to receive one share of the Issuer's common stock. The performance rights vest as follows: (i) 1/2 vests on March 4, 2020 upon the Issuer's common stock achieving a closing market price at or above \$35.00 for 20 consecutive trading days at any point during the period between March 4, 2019 and March 4, 2020, (ii) 1/2 vests on March 4, 2021 upon the Issuer's common stock achieving a closing market price at or above \$40.00 for 20 consecutive trading days at any point during the period between March 4, 2020 and March 4, 2021, and (iii) the employment of the Reporting Person by the Issuer on the applicable vesting date. If the Issuer common stock target price above for any performance period is not met, any unvested shares of the Issuer's common stock will be rolled over to the subsequent performance period on a pro rata basis and subject to the Issuer common stock target price for such subsequent performance period.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIPIETRO LOUIS C/O FIESTA RESTAURANT GROUP, INC. 14800 LANDMARK BOULEVARD, SUITE 500 DALLAS, TX 75254			SVP, GC and Secretary	

Signatures

/s/ Louis DiPietro

3/6/2019

**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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