

ZARLEY JAMES R

Form 4

January 10, 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

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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)

01/08/2019

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/08/2019                              |                                                             | M                                       | (A)<br>or<br>(D)<br>4,600<br>(1) A \$ 0                                    | 113,100                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 4,000                                                                                                              | I                                                                       | Zarley<br>Family<br>Foundation<br>(2)                             |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 23,800                                                                                                             | I                                                                       | James R.<br>Zarley<br>Living Trust<br>(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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D)                                                                 |                                           |
| Restricted<br>Stock<br>Units                        | (4)                                                                | 01/08/2019                              |                                                             | M                                    |                                                                                                           | 4,250                                                          | (5) (5)                                                             | Common<br>Stock 4,250                     |
| Restricted<br>Stock<br>Units                        | (4)                                                                | 01/08/2019                              |                                                             | M                                    |                                                                                                           | 100                                                            | (5) (5)                                                             | Common<br>Stock 100                       |
| Restricted<br>Stock<br>Units                        | (4)                                                                | 01/08/2019                              |                                                             | M                                    |                                                                                                           | 100                                                            | (5) (5)                                                             | Common<br>Stock 100                       |
| Restricted<br>Stock<br>Units                        | (4)                                                                | 01/08/2019                              |                                                             | M                                    |                                                                                                           | 150                                                            | (5) (5)                                                             | Common<br>Stock 150                       |
| Restricted<br>Stock<br>Units                        | (4)                                                                | 01/08/2019                              |                                                             | A(6)                                 |                                                                                                           | 4,250                                                          | (7) (7)                                                             | Common<br>Stock 4,250                     |
| Restricted<br>Stock<br>Units                        | (4)                                                                | 01/08/2019                              |                                                             | A(6)                                 |                                                                                                           | 100                                                            | (8) (8)                                                             | Common<br>Stock 100                       |
| Restricted<br>Stock<br>Units                        | (4)                                                                | 01/08/2019                              |                                                             | A(6)                                 |                                                                                                           | 100                                                            | (9) (9)                                                             | Common<br>Stock 100                       |
| Restricted<br>Stock<br>Units                        | (4)                                                                | 01/08/2019                              |                                                             | A(6)                                 |                                                                                                           | 150                                                            | (10) (10)                                                           | Common<br>Stock 150                       |

## Reporting Owners

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

## Signatures

/s/ Celia Catlett Power of  
Attorney

01/10/2019

\_\_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) Represents restricted stock units that are fully vested on the transaction date.

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 vested on January 8, 2019. Delivery of the shares to the reporting person occurred on January 8, 2019.

(6) Grant of restricted stock units pursuant to the Company's 2013 Long Term Incentive Plan.

(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 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 Nominating and Corporate Governance 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 a Compensation Committee member with the Company.

(10) 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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