

Colosi Scott Matthew  
Form 4  
February 26, 2019

# 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Colosi Scott Matthew**

2. Issuer Name and Ticker or Trading Symbol  
**Texas Roadhouse, Inc. [TXRH]**

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)  
**C/O TEXAS ROADHOUSE, INC., 6040 DUTCHMANS LANE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/22/2019**

(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**LOUISVILLE, KY 40205**  
  
(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/22/2019		A <sup>(1)</sup>		63,186	A	\$ 0 121,388 D
Common Stock	02/22/2019		F		28,939	D	\$ 61.86 92,449 D
Common Stock	02/22/2019		S		34,247 <sup>(2)</sup>	D	\$ 62.39 <sup>(3)</sup> 58,202 D

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	(4)					(5)	(5)	Common Stock	10,000
Restricted Stock Units	(4)					(6)	(6)	Common Stock	15,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director   10% Owner   Officer   Other

Colosi Scott Matthew  
C/O TEXAS ROADHOUSE, INC.  
6040 DUTCHMANS LANE  
LOUISVILLE, KY 40205

President

## Signatures

/s/ Celia Catlett, by Power of  
Attorney

02/26/2019

\_\_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) Effective upon the issuance of the Company's audited financial statements on February 22, 2019, the Company's compensation committee certified the achievement of specified financial performance goals that determined the number of previously granted performance restricted stock units, which vested on January 8, 2019, but became reportable on February 22, 2019.
- (2) These shares were disposed of pursuant to a written non-discretionary Rule 10b5-1 stock purchase plan dated June 8, 2018.

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- Weighted average sale price reported. The shares were sold within the range of \$62.01 and \$63.30. The reporting person will provide full
- (3) information regarding the specific number of shares sold at each separate price upon request by the Commission Staff, the Company, or any security holder of the Company.
  - (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 with the Company.
  - (6) The restricted stock units vest on January 8, 2021. Delivery of the shares to the reporting person will occur on January 8, 2021, subject to the reporting person's continued service 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.