

O'Malley Brian T
 Form 4
 May 24, 2018

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, 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 *
 O'Malley Brian T

2. Issuer Name and Ticker or Trading Symbol
 Bravo Brio Restaurant Group, Inc.
 [BBRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

C/O BRAVO BRIO RESTAURANT GROUP, INC., 777 GOODALE BLVD, SUITE 100

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

COLUMBUS, OH 43212

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares, no par value per share	05/24/2018		D	126,050 (1)	\$ 4.05	0	D
Common Shares, no par value per share	05/24/2018		D	30,000 (2)	\$ 4.05	0	D

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

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(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 (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. Amount or Number of Shares
Common Shares, no par value per share	\$ 2.6	05/24/2018		D	3,307 (3)	10/21/2010 09/09/2019	Common Shares, no par value per share	3,307

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Malley Brian T C/O BRAVO BRIO RESTAURANT GROUP, INC. 777 GOODALE BLVD, SUITE 100 COLUMBUS, OH 43212	X		Chief Executive Officer	

Signatures

/s/ Diane D. Reed,
Attorney-in-Fact

05/24/2018

**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 disposed of the shares in exchange for \$4.05 per share (the "Merger Consideration") pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of March 7, 2018, among the issuer, Bugatti Parent, Inc. and Bugatti Merger Sub, Inc.
- (2) These restricted shares vested in full as of the Merger Agreement closing and the restrictions lapsed. Pursuant to the Merger Agreement, these shares were converted to the Merger Consideration at the effective time of the merger.

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- (3) These options, which provided for vesting beginning on October 21, 2010, were canceled in the merger in exchange for a cash payment of \$2.60 per share, representing the difference between the Merger Consideration and the exercise price of the options.

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.