

ARMISTICE CAPITAL, LLC
 Form 4
 December 14, 2018

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 *
 ARMISTICE CAPITAL, LLC

2. Issuer Name and Ticker or Trading Symbol
 Del Frisco's Restaurant Group, Inc.
 [DFRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 510 MADISON AVENUE, 7TH FLOOR,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2018

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

NEW YORK, NY 10022

(City) (State) (Zip)

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

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		
				Code	V	Amount	
Common Stock	12/12/2018		P	68,000	A	\$ 6,542.3	4,000,000 D ⁽¹⁾
Common Stock	12/12/2018		P	0	A	\$ 0	4,000,000 I See Footnote ⁽²⁾
Common Stock	12/12/2018		P	0	A	\$ 0	4,000,000 I See Footnote ⁽²⁾
Common	12/13/2018		P	72,000	A	\$	4,072,000 D ⁽¹⁾

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Stock					6,4498 <u>(4)</u>				
Common Stock	12/13/2018	P	0	A	\$ 0	4,072,000	I		See Footnote <u>(2)</u>
Common Stock	12/13/2018	P	0	A	\$ 0	4,072,000	I		See Footnote <u>(2)</u>
Common Stock	12/14/2018	P	100,000	A	\$ <u>6,4225</u> <u>(5)</u>	4,172,000	D <u>(1)</u>		
Common Stock	12/14/2018	P	0	A	\$ 0	4,172,000	I		See Footnote <u>(2)</u>
Common Stock	12/14/2018	P	0	A	\$ 0	4,172,000	I		See Footnote <u>(2)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 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)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ARMISTICE CAPITAL, LLC
 510 MADISON AVENUE, 7TH FLOOR X
 NEW YORK, NY 10022

Armistice Capital Master Fund Ltd.
 C/O DMS CORPORATE SERVICES LTD. X
 20 GENESIS CLOSE, P.O. BOX 314
 GRAND CAYMAN, E9 KY1-1104

Boyd Steven
 C/O ARMISTICE CAPITAL, LLC X
 510 MADISON AVENUE, 7TH FLOOR
 NEW YORK, NY 10022

Signatures

By: /s/ Steven Boyd, Managing
 Member 12/14/2018
 __Signature of Reporting Person Date

By: /s/ Steven Boyd, Director 12/14/2018
 __Signature of Reporting Person Date

By: /s/ Steven Boyd 12/14/2018
 __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 reported securities are directly owned by Armistice Capital Master Fund Ltd.

The reported securities are directly owned by Armistice Capital Master Fund Ltd., a Cayman Islands corporation, and may be deemed to be indirectly beneficially owned by Armistice Capital, LLC, as the investment manager of Armistice Capital Master Fund Ltd. The reported securities may also be deemed to be indirectly beneficially owned by Steven Boyd as Managing Member of Armistice Capital,

(2) LLC and Director of Armistice Capital Master Fund Ltd. Armistice Capital, LLC and Steven Boyd disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that either of them are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) This constitutes the weighted average purchase price. The prices range from \$6.4085 to \$6.7517. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(4) This constitutes the weighted average purchase price. The prices range from \$6.3490 to \$6.6058. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(5) This constitutes the weighted average purchase price. The prices range from \$6.4141 to \$6.5148. The Reporting Person will provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

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.