

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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

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* <u>ABBRECHT TODD M</u> <hr/> (Last) (First) (Middle) <u>C/O THOMAS H. LEE PARTNERS, L.P.</u> <u>100 FEDERAL STREET, 35TH FLOOR</u> <hr/> (Street) <u>BOSTON MA 02110</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Fogo de Chao, Inc. [FOGO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/23/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/23/2017		S		675,000 ⁽²⁾	D	\$14 ⁽³⁾	17,149,323 ⁽⁴⁾	I	See footnotes ⁽¹⁾⁽⁵⁾

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>ABBRECHT TODD M</u> <hr/> (Last) (First) (Middle) <u>C/O THOMAS H. LEE PARTNERS, L.P.</u> <u>100 FEDERAL STREET, 35TH FLOOR</u> <hr/> (Street) <u>BOSTON MA 02110</u> <hr/> (City) (State) (Zip)

1. Name and Address of Reporting Person*

Haber Douglas A.

(Last) (First) (Middle)

C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Swenson Jeff T.

(Last) (First) (Middle)

C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTON MA 02110

(City) (State) (Zip)

Explanation of Responses:

1. See Exhibit 99.1 for text of footnote (1).
2. See Exhibit 99.1 for text of footnote (2).
3. See Exhibit 99.1 for text of footnote (3).
4. See Exhibit 99.1 for text of footnote (4).
5. See Exhibit 99.1 for text of footnote (5).

Remarks:

Exhibit 99.1 and Exhibit 99.2 (Joint Filer Information), incorporated herein by reference.

/s/ Todd M. Abbrecht

05/25/2017

** 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.

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 Number.

Exhibit 99.1

Name and Address of Reporting Person: Todd M. Abbrecht
c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Issuer Name and Ticker or Trading Symbol: Fogo de Chao Inc. [FOGO]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year): May 23, 2017

Footnotes to Form 4

(1) The shares of the Issuer reported are beneficially owned by: Thomas H. Lee Advisors, LLC (“THL Advisors”), Thomas H. Lee Equity Fund VI, L.P. (“THL Equity VI”), Thomas H. Lee Parallel Fund VI, L.P. (“Parallel Fund VI”), Thomas H. Lee Parallel (DT) Fund VI, L.P. (“DT Fund VI”), THL Coinvestment Partners, L.P. (“THL Coinvestment”), THL Operating Partners, L.P. (“THL Operating”), THL Equity Fund VI Investors (Fogo), LLC (“THL Fogo”), THL Equity Fund VI Investors (Fogo) II, LLC (“THL Fogo II,” and together with THL Equity VI, Parallel Fund VI, DT Fund VI, THL Coinvestment, THL Operating, THL Fogo and THL Fogo II, the “THL Funds”) as well as Great-West Investors, L.P. (“Great West”) and Putnam Investments Employees’ Securities Company III LLC (“Putnam III”).

Each of the Reporting Persons is a Managing Director of Thomas H. Lee Partners, L.P., which in turn is the general partner of THL Coinvestment and the sole member of THL Equity Advisors VI, LLC, which in turn is the general partner of the THL Equity VI, Parallel Fund VI, DT Fund VI, THL Operating and the sole manager of THL Fogo and THL Fogo II. THL Advisors is attorney-in-fact of Great West and Putnam Investments, LLC, which is the managing member of Putnam Investments Holdings, LLC, which in turn is the managing member of Putnam III.

(2) Represents shares of the Issuer sold by the following entities: 364,510 shares sold by THL Equity VI; 246,827 shares sold by Parallel Fund VI; 43,116 shares sold by DT Fund VI; 12,574 shares sold by THL Coinvestment; 2,207 shares sold by THL Operating; 1,781 shares sold by THL Fogo; 198 shares sold by THL Fogo II; 1,897 shares sold by Great West; and 1,890 shares sold by Putnam III.

(3) This amount represents the \$14.00 secondary public offering price per share of the Issuer’s common stock.

(4) Represents shares of the Issuer directly held by the following entities following the transaction: 9,260,899 shares held by THL Equity VI; 6,270,987 shares held by Parallel Fund VI; 1,095,420 shares held by DT Fund VI; 319,467 shares held by THL Coinvestment; 56,070 shares held by THL Operating; 45,255 shares held by THL Fogo; 5,025 shares held by THL Fogo II; 48,188 shares held by Great West; and 48,012 shares held by Putnam III.

(5) Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest.

Exhibit 99.2

Joint Filer Information

Name of Joint Filer: Douglas A. Haber

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: Fogo de Chao, Inc. [FOGO]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year): May 23, 2017

Designated Filer: Todd M. Abbrecht

Signature:

/s/ Douglas A. Haber
Douglas A. Haber

Dated: May 25, 2017

Exhibit 99.2

Joint Filer Information

Name of Joint Filer: Jeff T. Swenson

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: Fogo de Chao, Inc. [FOGO]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year): May 23, 2017

Designated Filer: Todd M. Abbrecht

Signature:
/s/ Jeff T. Swenson
Jeff T. Swenson

Dated: May 25, 2017