

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2012-06-25** | Period of Report: **2012-05-16**
SEC Accession No. [0001104659-12-045619](#)

(HTML Version on secdatabase.com)

ISSUER

Ignite Restaurant Group, Inc.

CIK: **1526796** | IRS No.: **943421359**
SIC: **5812** Eating places

Mailing Address
9900 WESTPARK DRIVE,
SUITE 300
HOUSTON TX 77063

Business Address
9900 WESTPARK DRIVE,
SUITE 300
HOUSTON TX 77063
(713) 336-7500

REPORTING OWNER

J. H. Whitney Equity Partners VI, LLC

CIK: **1394517** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4/A** | Act: **34** | File No.: **001-35549** | Film No.: **12925726**

Mailing Address
130 MAIN STREET
NEW CANAAN CT 06840

Business Address
130 MAIN STREET
NEW CANAAN CT 06840
203-716-6138

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | | | |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person J. H. Whitney Equity Partners VI, LLC | | | 2. Issuer Name and Ticker or Trading Symbol Ignite Restaurant Group, Inc. [IRG] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/16/2012 | | | | | |
| 130 MAIN STREET | | | 4. If Amendment, Date Original Filed(Month/Day/Year) 05/22/2012 | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| (Street) | | | | | | | | |
| NEW CANAAN, CT 06840 | | | | | | | | |
| (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/16/2012 | | J ⁽¹⁾ | | 1,421,993 | D | \$ 0 | 17,559,705 ⁽²⁾ | I | See footnote ⁽³⁾ |

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

Explanation of Responses:

- J.H. Whitney VI, L.P. received 17,359,690 shares of Ignite Restaurant Group, Inc. as part of an in-kind pro rata distribution of such shares held by JCS Holdings, LLC. The 1,421,993 shares shown in Column 4 were distributed by JCS Holdings, LLC to certain other members, consisting of certain directors, officers and employees of Ignite Restaurant Group, Inc.

2. This amendment is being filed solely to include an additional 3,240,427 shares beneficially owned by JH Whitney VI, L.P., that were inadvertently omitted in the original Form 4. The number of outstanding shares of Ignite Restaurant Group, Inc. has not changed as a result of this amendment.
3. J.H. Whitney Equity Partners VI, LLC is the sole general partner of J.H. Whitney VI, L.P. and may be deemed to have beneficial ownership of the shares attributed to J.H. Whitney VI, L.P. The undersigned disclaims beneficial ownership of the 17,359,690 shares held directly by J.H. Whitney VI, L.P. except to the extent of its pecuniary interest therein. Of the 17,559,705 reported in Column 5, 200,015 shares are still held by JCS Holdings, LLC because of unvested common unit options held by certain current officers and directors of Ignite Restaurant Group, Inc. J.H. Whitney VI, L.P. holds an 88.6% equity interest in JCS Holdings, LLC and as such may be deemed to have beneficial ownership of the shares held by JCS Holdings, LLC. The undersigned disclaims beneficial ownership of such shares.

Signatures

/s/ Michael C. Salvator, Managing Member

** Signature of Reporting Person

06/25/2012

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.