

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): October 25, 2017

Bravo Brio Restaurant Group, Inc.

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

001-34920
(Commission
File Number)

34-1566328
(I.R.S. Employer
Identification No.)

**777 Goodale Boulevard, Suite 100,
Columbus, Ohio**
(Address of principal executive offices)

43212
(Zip Code)

Registrant's telephone number, including area code: 614-326-7944

Not Applicable
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).
Emerging growth company []

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

Item 7.01. Regulation FD Disclosure

In a press release dated October 2, 2017, Bravo Brio Restaurant Group, Inc. (the "Company") responded to an open letter from TAC Capital LLC dated October 24, 2017.

The information in this Item 7.01 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liability of that section, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release dated October 25, 2017 entitled, "Bravo Brio Restaurant Group, Inc. Issues Response to Open Letter from TAC Capital LLC".

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Bravo Brio Restaurant Group, Inc.

October 25, 2017

By: /s/ Diane D. Reed
Name: Diane D. Reed
Title: Chief Financial Officer, Treasurer and Secretary

Exhibit Index

Exhibit No.	Description
99.1	Bravo Brio Restaurant Group, Inc. Issues Response to Open Letter from TAC Capital LLC



Bravo Brio Restaurant Group, Inc. Issues Response to Open Letter from TAC Capital LLC

Columbus, Ohio - October 25, 2017 - Bravo Brio Restaurant Group, Inc. (NASDAQ: BBRG) (the Company) owner and operator of the BRAVO! Cucina Italiana (BRAVO!) and BRIO Tuscan Grille (BRIO) restaurant concepts, today announced that it has issued a letter in response to TAC Capital LLC's "open letter" to the Company's Board of Directors dated October 24, 2017.

The full text follows herein:

October 25, 2017

TAC Capital LLC
One Momentum Boulevard
Suite 1000
College Station, Texas 77845
Attention: Donald A. Adam

Re: Open Letter Dated October 24, 2017

Dear Donald:

We are responding to your "open letter", dated October 24, 2017, addressed to the Board of Directors of Brio Bravo Restaurant Group ("BBRG"), but communicated publicly by means of a press release. While we believe that a continuation of our private dialogue would have been more productive, since you have chosen the press release route, we believe it is appropriate to respond in kind so that there is a more complete body of information that is publicly available.

As you know, the BBRG Board has engaged with you, shared with you our strategic plan, solicited your input and, most significantly, offered to add three of your designees to the Board, constituting 30% of the Board, which represents approximately double your ownership level. It is unfortunate that you have rejected the opportunity to work collaboratively to build BBRG and grow shareholder value.

Our Board continues to be open to shareholder input and dedicated to the goal of acting in the best interests of BBRG and its shareholders. Consistent with that approach, the Board will consider the suggestions you have made and take or recommend to shareholders those actions that we believe further these goals.

Sincerely,

The Board of Directors of
Bravo Brio Restaurant Group, Inc.

About Bravo Brio Restaurant Group, Inc.

Bravo Brio Restaurant Group, Inc. is a leading owner and operator of two distinct Italian restaurant brands, BRAVO! Cucina Italiana and BRIO Tuscan Grille. BBRG has positioned its brands as multifaceted culinary destinations that deliver the ambiance, design elements and food quality reminiscent of fine dining restaurants at a value typically offered by casual dining establishments, a combination known as the upscale affordable dining segment. Each of BBRG's brands provides its guests with a fine dining experience and value by serving affordable cuisine prepared using fresh flavorful ingredients and authentic Italian cooking methods, combined with attentive service in an attractive, lively atmosphere. BBRG strives to be the best Italian restaurant company in America and is focused on providing its guests an excellent dining experience through consistency of execution.

Forward-Looking Statements

Some of the statements in this release contain forward-looking statements, which involve risks and uncertainties. These statements relate to future events or Bravo Brio Restaurant Group, Inc.'s future financial performance. The Company has attempted to identify forward-looking statements by terminology including “anticipates,” “believes,” “can,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “should” or “will” or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors, including those discussed under the heading “Risk Factors” in the Annual Report on Form 10-K filed by the Company with the Securities and Exchange Commission on March 6, 2017.

Although Bravo Brio Restaurant Group, Inc. believes that the expectations reflected in the forward-looking statements are reasonable based on its current knowledge of the business and operations, it cannot guarantee future results, levels of activity, performance or achievements. The Company assumes no obligation to provide revisions to any forward-looking statements should circumstances change.

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