



DIVISION OF  
CORPORATION FINANCE

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

January 30, 2013

Via E-mail

Stuart B. Brown  
Chief Financial Officer  
Red Robin Gourmet Burgers, Inc.  
6312 S Fiddler's Green Circle Suite 200N  
Greenwood Village, CO 80111

**Re: Red Robin Gourmet Burgers, Inc.  
Form 10-K for Fiscal Year Ended December 25, 2011  
Filed February 23, 2012  
File No. 001-34851  
Form 10-Q for Quarterly Period Ended September 30, 2012  
Filed November 2, 2012  
File No. 001-34851  
Definitive Proxy Statement on Schedule 14A  
Filed April 13, 2012  
File No. 001-34851**

Dear Mr. Brown:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Lyn Shenk

Lyn Shenk  
Branch Chief