SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b),(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2 (AMENDMENT NO. 2)*

Red Robin Gourmet Burgers, Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value Per Share

- ----- (Title of Class of Securities)

75689M101

- ----- (CUSIP Number)

12/31/2008

- -----(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/X/ Rule 13d-1(b) / / Rule 13d-1(c) / / Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting

After remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 4 Pages

CUS	IP NO. 75689M101			13G	PAGE 2	OF 4 1	PAGES		
1	NAME OF REPORTING Massachusetts Fir			Company (("MFS")				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)								
	(a) / /	(]	o) /	/	Not Applic	able			
3	SEC USE ONLY								
4	CITIZENSHIP OR PI Delaware	LACE OF	ORGANIZA	FION					
	NUMBER OF	5	SOLE VO	FING POWEF	 ۲				
	SHARES		880,800	shares o	of common st	ock			
	BENEFICIALLY								
	OWNED BY	6	SHARED V	VOTING POW	VER				
	EACH		None						

		RTING 7 SOLE DISPOSITIVE POWER ERSON 880,800 shares of common stock						
	Ľ.	WITH						
		8 SHARED DISPOSITIVE POWER						
		None						
)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
		shares of common stock, consisting of shares beneficially W MFS and/or certain other non-reporting entities.						
.0	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)/ / Not Applicable							
.1		OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
·	5.7							
.2	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)							
	IA							
·								
CHE	DULE 13G	PAGE 3 OF 4 PAGES						
TEM	1: (a) NAME OF ISSUER:						
		SEE COVER PAGE						
	(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:						
Su	ite 200N							
TEM	2: (a	Greenwood Village, CO 80111						
TEM	2: (a	Greenwood Village, CO 80111						
TEM	12: (a (b	Greenwood Village, CO 80111) NAME OF PERSON FILING: See item 1 on page 2						
TEM	·	Greenwood Village, CO 80111) NAME OF PERSON FILING: See item 1 on page 2						
TEM	·	 Greenwood Village, CO 80111 NAME OF PERSON FILING: See item 1 on page 2 ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE: 500 Boylston Street Boston, MA 02116 						
TEM	(b	 Greenwood Village, CO 80111 NAME OF PERSON FILING: See item 1 on page 2 ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE: 500 Boylston Street Boston, MA 02116 						
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See Item 9 on page 2

(b) PERCENT OF CLASS:

See Item 11 on page 2

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS VOTING AND DISPOSITIVE POWERS (SOLE AND SHARED):

See Items 5-8 on page 2

SCHEDULE 13G PAGE 4 OF 4 PAGES ITEM 5: OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS: / / Not Applicable OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON: ITEM 6: Not Applicable ITEM 7: IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON: Not Applicable TTEM 8: IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP: Not Applicable ITEM 9: NOTICE OF DISSOLUTION OF GROUP: Not Applicable

ITEM 10: CERTIFICATIONS:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 2, 2009

Massachusetts Financial Services Company

By: /s/ DANIEL W. FINEGOLD Daniel W. Finegold Vice President and Assistant Secretary