

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1 )\*

Red Robin Gourmet Burgers, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.001 par value

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

75689m101

-----  
(CUSIP Number)

December 31, 2006

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

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

- 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 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 on 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).

Continued on following pages  
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- 1 Names of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)

PEQUOT CAPITAL MANAGEMENT, INC.  
06-1524885

- 2 Check the Appropriate Box If a Member of a Group (See Instructions)  
a.   
b.

3 SEC Use Only

4 Citizenship or Place of Organization

CONNECTICUT

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power	0
	6	Shared Voting Power	0
	7	Sole Dispositive Power	0
	8	Shared Dispositive Power	0

9 Aggregate Amount Beneficially Owned by Each Reporting Person

0

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

[ ]

11 Percent of Class Represented By Amount in Row (9)

0.0%

12 Type of Reporting Person (See Instructions)

IA, CO

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Item 1(a) Name of Issuer:

Red Robin Gourmet Burgers, Inc. (the "Issuer").

Item 1(b) Address of the Issuer's Principal Executive Offices:

6312 S Fiddler's Green Circle, Suite 200N, Greenwood Village, CO 80111

Item 2(a) Name of Person Filing:

This statement is filed on behalf of Pequot Capital Management, Inc. (the "Reporting Person").

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office of the Reporting Person is 500 Nyala Farm Road, Westport, CT, 06880.

Item 2(c) Citizenship:

Pequot Capital Management, Inc. is a Connecticut corporation.

Item 2(d) Title of Class of Securities:

Common Stock, \$0.001 par value per share (the "Common Stock").

Item 2(e) CUSIP Number:

75689m101

Item 3. This statement is filed pursuant to Rule 13d-1(b)(1)(ii)(E).

The Reporting Person is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

Item 4. Ownership:

Ownership as of December 31, 2006 is incorporated herein by reference from items (5) - (9) and (11) of the cover page of the Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

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- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:  
Not applicable.
- Item 8. Identification and Classification of Members of the Group:  
Not applicable.
- Item 9. Notice of Dissolution of Group:  
Not applicable.
- Item 10. Certification:  
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 or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

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

Date: February 14, 2007 PEQUOT CAPITAL MANAGEMENT, INC.

By: /s/ Aryeh Davis  
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Name: Aryeh Davis  
Title: Chief Operating Officer, General Counsel  
and Secretary