

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>JCP Investment Management, LLC</u> <hr/> (Last) (First) (Middle) 1177 WEST LOOP SOUTH SUITE 1320 <hr/> (Street) HOUSTON TX 77027 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RED ROBIN GOURMET BURGERS INC [RRGB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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, \$0.001 par value ⁽¹⁾	12/03/2024		P		207,549 ⁽²⁾⁽³⁾	A	\$5.19	776,564	I	By: JCP Investment Partnership, LP ⁽⁴⁾
Common Stock, \$0.001 par value ⁽¹⁾	12/03/2024		P		592,906 ⁽²⁾⁽³⁾	A	\$5.19	1,084,104	I	By: Managed Accounts of JCP Investment Management, LLC ⁽⁵⁾

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

1. Name and Address of Reporting Person * <u>JCP Investment Management, LLC</u> <hr/> (Last) (First) (Middle) 1177 WEST LOOP SOUTH SUITE 1320 <hr/> (Street) HOUSTON TX 77027 <hr/> (City) (State) (Zip)		
---	--	--

1. Name and Address of Reporting Person *		
JCP Investment Partnership, LP		
(Last)	(First)	(Middle)
1177 WEST LOOP SOUTH SUITE 1320		
(Street)		
HOUSTON	TX	77027
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *		
JCP Investment Partners, LP		
(Last)	(First)	(Middle)
1177 WEST LOOP SOUTH SUITE 1320		
(Street)		
HOUSTON	TX	77027
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *		
JCP Investment Holdings, LLC		
(Last)	(First)	(Middle)
1177 WEST LOOP SOUTH SUITE 1320		
(Street)		
HOUSTON	TX	77027
(City)	(State)	(Zip)

1. Name and Address of Reporting Person *		
Pappas James C		
(Last)	(First)	(Middle)
1177 WEST LOOP SOUTH SUITE 1320		
(Street)		
HOUSTON	TX	77027
(City)	(State)	(Zip)

Explanation of Responses:

- This Form 4 is filed jointly by JCP Investment Partnership, LP ("JCP Partnership"), JCP Investment Partners, LP ("JCP Partners"), JCP Investment Holdings, LLC ("JCP Holdings"), JCP Investment Management, LLC ("JCP Management") and James C. Pappas (collectively, the "Reporting Persons"). Each of the Reporting Persons are members of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. The Reporting Persons disclaim beneficial ownership of the securities of the Issuer owned directly by other members of the Section 13(d) group and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose. Further, each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.
- On December 3, 2024, the Issuer entered into an equity purchase agreement with certain purchasers, including certain of the Reporting Persons (the "Purchasers"), pursuant to which the Issuer agreed to issue and sell to the Purchasers in a private placement (the "Private Placement") shares of the Issuer's Common Stock at a per share purchase price equal to \$5.19.
- Shares of the Issuer's Common Stock purchased in the Private Placement.
- Represents shares of Common Stock owned directly by JCP Partnership. JCP Partners, as the general partner of JCP Partnership, may be deemed to beneficially own the shares of Common Stock owned directly by JCP Partnership. JCP Holdings, as the general partner of JCP Partners, may be deemed to beneficially own the shares of Common Stock owned directly by JCP Partnership. JCP Management, as the investment manager of JCP Partnership, may be deemed to beneficially own the shares of Common Stock owned directly by JCP Partnership. Mr. Pappas, as the managing member of JCP Management and the sole member of JCP Holdings, may be deemed to beneficially own the shares of Common Stock owned directly by JCP Partnership.
- Represents shares of Common Stock held in certain accounts managed by JCP Management (the "JCP Accounts"). JCP Management, as the investment manager of the JCP Accounts, may be deemed to beneficially own the shares of Common Stock held in the JCP Accounts. Mr. Pappas, as the managing member of JCP Management, may be deemed to beneficially own the shares of Common Stock held in the JCP Accounts.

[JCP Investment Management, LLC, By: /s/ James C. Pappas, Managing Member](#) [12/04/2024](#)

[JCP Investment Partnership, LP, By: JCP Investment Management, LLC, Investment Manager, By: /s/ James C. Pappas, Managing Member](#) [12/04/2024](#)

JCP Investment Partners, LP, By:
JCP Investment Holdings, LLC, 12/04/2024
General Partner, By: /s/ James C.
Pappas, Sole Member
JCP Investment Holdings, LLC,
By: /s/ James C. Pappas, Sole 12/04/2024
Member
/s/ James C. Pappas 12/04/2024
** Signature of Reporting Person 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.