

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): June 26, 2019

RED ROBIN GOURMET BURGERS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34851
(Commission
File Number)

84-1573084
(IRS Employer
Identification Number)

6312 S. Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado 80111
(Address of principal executive offices) (zip code)

(303) 846-6000
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	RRGB	NASDAQ (Global Select Market)

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

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 8.01 Other Events.

On June 26, 2019, Red Robin Gourmet Burgers, Inc. (“Red Robin” or the “Company”) delivered a letter to Vintage Capital Management, LLC (“Vintage”) in response to Vintage’s letter to the Company dated June 19, 2019. Vintage’s June 19, 2019 letter demanded a Special Meeting of Red Robin shareholders for the purpose of removing a majority of the Company’s Board of Directors and voting on a number of other Vintage proposals. A copy of the Company’s letter to Vintage is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	<u>Response Letter to Vintage, dated June 26, 2019.</u>

SIGNATURES

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

Date: June 26, 2019

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Michael L. Kaplan
Michael L. Kaplan
Senior Vice President and Chief Legal Officer

Red Robin Gourmet Burgers, Inc.
6312 S. Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado 80111

June 26, 2019

Vintage Capital Management, LLC
4705 S. Apopka Vineland Road, Suite 206
Orlando, FL 32819
Attn: Brian Kahn, Manager

Re: Written Request to Convene a Special Meeting of Stockholders

Dear Mr. Kahn:

Reference is hereby made to the letter from Vintage Capital Management, LLC ("Vintage"), dated June 19, 2019, demanding that the Board of Directors of Red Robin Gourmet Burgers, Inc. (the "Company") convene a special meeting of its stockholders (the "Demand Letter").

While the Company is profoundly respectful of the right of individual stockholders to exercise their franchise, the Company has an obligation to all of its stockholders to ensure that its affairs are conducted in accordance with its governing documents and applicable law. Following a careful review of the Demand Letter, the Company has determined that the Demand Letter does not satisfy the applicable requirements set forth in the Restated Certificate of Incorporation of the Company (the "Charter"), the Fourth Amended and Restated Bylaws of the Company (the "Bylaws") and Delaware law.

The Demand Letter Does Not Satisfy Article FIFTH of the Charter or Section 2 of the Bylaws

Under Article FIFTH of the Charter and Section 2 of the Bylaws, a special meeting of the Company's stockholders (a "Special Meeting") may be called by "holders of at least ten percent (10%) of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class."

In the Demand Letter, Vintage purports to be the record owner of 100 shares of common stock of the Company ("Common Stock") and the beneficial owner of 1,500,000 shares of Common Stock, but provides no evidence of such ownership. Until such evidence is provided, the Company cannot move forward with Vintage's request to call a Special Meeting.

Additionally, in order to call a Special Meeting a stockholder is required to be the record owner (and not only the beneficial owner) of shares representing at least 10% of the Company's voting power. Despite this requirement, the Company will not insist on Vintage being a holder of record with respect to those shares so long as adequate evidence of beneficial ownership is provided.

The Demand Letter Does Not Satisfy Delaware Law

Two of the proposals in the Demand Letter are deficient because they fail to provide sufficient information to enable the Company's stockholders to consider the proposals on an informed basis. Until such information is provided, the Company cannot adequately provide notice of the Special Meeting in accordance with Delaware law, which requires it to state, with reasonable clarity and unambiguously, the purpose of the meeting.¹

The Demand Letter, as currently drafted, falls short of this standard in the following respects:

- Proposal 1 purports to remove five members of the current Board of Directors, but does not indicate which five directors are subject to this proposal. The Company's stockholders are not able to adequately consider this proposal without knowing who they are being asked to remove, and the purpose of the meeting cannot be sufficiently stated in the Special Meeting notice absent this information.
- Proposal 2 purports to direct the Board of Directors to fill any vacancies created as a result of Proposal 1 with five individuals to be identified at some unspecified later time by Vintage, but does not name these individuals. In addition, Proposal 2 does not explain how vacancies should be filled if some, but not all, of the five directors in Proposal 1 were removed. Without this information, the Special Meeting notice is deficient and the Company's stockholders could not adequately evaluate this proposal.

Given the Delaware law requirement that the notice of a special meeting of stockholders state the purpose of the meeting clearly and unambiguously and the importance of the decision faced by Company stockholders at the proposed Special Meeting, it is essential that Vintage provide information sufficient to state the meeting's purpose adequately and to enable stockholders to cast an informed vote. As presently formulated, each of Proposal 1 and Proposal 2 fails to reach the level of clarity and unambiguity required by Delaware law.

Once the deficiencies described above are cured, the Company will promptly move forward with calling a Special Meeting to consider your proposals.

Yours sincerely,

/s/ Michael L. Kaplan
Michael L. Kaplan
Senior Vice President and Chief Legal Officer
Red Robin Gourmet Burgers, Inc.

¹ See Section 222(a) of the General Corporation Law of the State of Delaware and *Stroud v. Grace*, 606 A.2d 75, 84 (Del. 1992).
