

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

(Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under §240.14a-12

RED ROBIN GOURMET BURGERS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

The following material may be provided to stockholders of Red Robin Gourmet Burgers, Inc. ("Red Robin").

The Red Robin Transformation Is Already Underway



Your Red Robin CEO and Board of Directors are already taking decisive actions to position Red Robin for long-term success, including making meaningful changes to the Company's leadership, governance and strategy.

YOUR RED ROBIN BOARD:

- ✓ Appointed a new experienced CEO with significant turnaround experience
- ✓ Actively engages with shareholders and reviews all potential opportunities to deliver enhanced value
- ✓ Added five new Board members in last seven months, all of whom are experienced value-creators with fresh external perspectives
- ✓ Has the support of its communities, team members, franchisees and guests
- ✓ Is overseeing a transformation plan focused on creating shareholder value - and is already delivering improvement
- ✓ Answers to YOU

2021 - 2023 Outlook:

Mid-Single Digits
Revenue Growth

30-70bps
Margin Expansion

10-15%
Adj. EBITDA growth (\$150M Adj. EBITDA by 2023)

\$45M+
Free Cash Flow

Our Strategy Is Designed to Deliver Value...

Our strategy focuses on strengthening and transforming Red Robin's dine-in business, growing off-premise sales channels and driving excellence — all designed to create value for YOU:

-  Recapture Our Soul & Brand Promise — Memorable Moments
-  New Service Model, Menu Rationalization, Technology, Staffing/Retention
-  Omni-Channel Marketing Program
-  Accelerate Profitable Growth — Grow Off-Premise, Donatos, New Restaurants
-  De-leveraging and Returning Capital to Shareholders

...And Is Already Driving Results

We are making measurable progress toward our goals, including:

IMPROVED TOPLINE TRAJECTORY

Q4 comparable restaurant revenues increased 1.3%; second consecutive quarter of positive comparable restaurant revenue & fourth consecutive quarter of operating trend improvement

\$1.38B 2019 revenues

IMPROVED OPERATING METRICS

98%+ staffed and approaching or exceeding best-in-class turnover

Improvements in key performance indicators, including staffing, retention and ticket times

IMPROVED GUEST METRICS

Overall guest satisfaction scores are at an all time high

Consistently rising guest ratings for friendliness, taste of food, pace of experience, value and restaurant cleanliness

Our capital allocation priorities balance investments with returning capital to shareholders:

Capital will be invested prudently to advance strategic priorities, with at least half of remaining free cash flow being used to repay debt and return capital to shareholders via share repurchases



Meet Your Board



Your New CEO and Newest Board Members...



Paul J.B. Murphy III

PRESIDENT, CHIEF EXECUTIVE OFFICER AND BOARD DIRECTOR

- Highly accomplished restaurant executive with 20+ years of industry experience
- Strong track record of executing significant turnarounds to drive growth & profitability
- Previously Executive Chairman of Noodles & Company; CEO of Del Taco Restaurants



David A. Pace

**BOARD CHAIR;
MEMBER OF COMPENSATION COMMITTEE**

- 30+ years of leadership experience in food and beverage, retail & consumer products industries
- Strong track record of driving significant margin and profit improvements
- Previously CEO of Jamba Juice; President of Carrabba's Italian Grill



Tom Conforti

**FINANCE COMMITTEE CHAIR;
MEMBER OF AUDIT COMMITTEE**

- 30+ years of experience in financial, strategic & operational roles
- Deep expertise in capital allocation & track record of driving total shareholder return
- Previously EVP & CFO of Wyndham Worldwide; CFO of IHOP/DineEquity



G.J. Hart

**MEMBER OF COMPENSATION COMMITTEE;
MEMBER OF FINANCE COMMITTEE**

- 35 years of leadership experience in food and beverage industry
- Strong track record of growing revenues & profitability
- CEO of Torchy's Tacos; previously Executive Chairman & CEO of California Pizza Kitchen; President & CEO of Texas Roadhouse Holdings



Allison Page

- Co-Founder & President of SevenRooms, a data-driven operations, marketing and guest engagement platform
- Successfully enables restaurant & hospitality operators to deliver exceptional guest experiences, streamline operations & drive repeat visits

...Joining a Strong and Highly Qualified Board



Cambria W. Dunaway

**CHAIR OF NOMINATING AND GOVERNANCE COMMITTEE;
MEMBER OF COMPENSATION COMMITTEE**

- 20+ years of leadership experience in marketing, digital strategy & advertising
- Chief Marketing Officer of Duolingo; previously Chief Marketing Officer for Yahoo! U.S. President & Global Chief Marketing Officer of KidZania; EVP, Nintendo



Kalen F. Holmes

**CHAIR OF NOMINATING AND GOVERNANCE COMMITTEE;
MEMBER OF FINANCE COMMITTEE**

- 20+ years of leadership experience as a senior human resources executive in retail, technology & consumer products industries
- Previously EVP of Human Resources at Starbucks; held variety of leadership roles at Microsoft



Glenn B. Kaufman

**MEMBER OF FINANCE COMMITTEE;
MEMBER OF NOMINATING & GOVERNANCE COMMITTEE**

- 20+ years of leadership experience in finance, budgeting, franchising & omni-channel marketing
- Managing Member of D Cubed Group, a private-market investment firm; previously Managing Director at American Securities Capital Partners



Steven K. Lumpkin

**CHAIR OF AUDIT COMMITTEE;
MEMBER OF FINANCE COMMITTEE**

- 30+ years of leadership experience in the management consulting, healthcare & restaurant industries
- Principal at Rolling Hills Capital Partners; previously EVP, CFO & Board Director at Applebee's International



Stuart I. Oran

**MEMBER OF AUDIT COMMITTEE;
MEMBER OF NOMINATING & GOVERNANCE COMMITTEE**

- 25+ years of leadership experience in finance, governance, strategic planning and restaurant industry
- Partner at Liberty Hill Capital Partners, a private equity firm; previously Board Director at Wendy's International; Co-founder of PCB Financial Holdings



FOUNDED IN 1969,
SEATTLE WA



554 CASUAL DINING
RESTAURANTS IN 44 STATES



ONE OF THE LARGEST
LOYALTY PROGRAMS -
9MM SUBSCRIBERS



TOP-5 CASUAL DINING
BRAND IN 2019*

*Source: Technomic



About Red Robin

Red Robin Gourmet Burgers, Inc. (www.redrobin.com), a casual dining restaurant chain founded in 1969 that operates through its wholly-owned subsidiary, Red Robin International, Inc., and under the trade name Red Robin Gourmet Burgers and Brews, is the Gourmet Burger Authority™, famous for serving more than two dozen craveable, high-quality burgers with Bottomless Steak Fries® in a fun environment welcoming to Guests of all ages. Whether a family dining with kids, adults grabbing a drink at the bar, or teens enjoying a meal, Red Robin offers an unparalleled experience for its Guests. In addition to its many burger offerings, Red Robin serves a wide variety of salads, soups, appetizers, entrees, desserts, and signature beverages. Red Robin offers a variety of options behind the bar, including its extensive selection of local and regional beers, and innovative adult beer shakes and cocktails, earning the restaurant a VIBE Vista Award for Best Beer Program in a Multi-Unit Chain Restaurant. There are more than 560 Red Robin restaurants across the United States and Canada, including locations operating under franchise agreements. Red Robin... YUMMMM! Connect with Red Robin on Facebook, Instagram, and Twitter.

Forward-Looking Statements

Forward-looking statements are made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on assumptions believed by the Company to be reasonable and speak only as of the date on which such statements are made. Except as required by law, the Company undertakes no obligation to update such statements to reflect events or circumstances arising after such date, and cautions investors not to place undue reliance on any such forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those described in the statements based on a number of factors, including but not limited to the following: the effectiveness of the Company's strategic initiatives, including the effectiveness of the Company's affordability, service improvement, technology, and off-site initiatives to drive traffic and sales; the ability to increase labor productivity through alternative labor models, and to train the Company's workforce for service execution complexities related to growth of multiple revenue streams in the restaurant; and other risk factors described from time to time in the Company's Form 10-K, Form 10-Q, and Form 8-K reports (including all amendments to those reports) filed with the U.S. Securities and Exchange Commission.

Solicitation of Proxies

Red Robin Gourmet Burgers, Inc. ("Red Robin") intends to file a proxy statement and WHITE proxy card with the U.S. Securities and Exchange Commission (the "SEC") in connection with its solicitation of proxies for its 2020 Annual Meeting of Stockholders (the "2020 Annual Meeting"). RED ROBIN STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ THE DEFINITIVE PROXY STATEMENT (AND ANY AMENDMENTS AND SUPPLEMENTS THERE TO) AND ACCOMPANYING WHITE PROXY CARD WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. Stockholders may obtain the proxy statement, any amendments or supplements to the proxy statement and other documents as and when filed by Red Robin with the SEC without charge from the SEC's website at www.sec.gov.

Certain Information Regarding Participants

Red Robin, its directors and certain of its executive officers may be deemed to be participants in connection with the solicitation of proxies from Red Robin's stockholders in connection with the matters to be considered at the 2020 Annual Meeting. Information regarding the ownership of Red Robin's directors and executive officers in Red Robin common shares is included in their SEC filings on Forms 3, 4, and 5, which can be found through the SEC's website at www.sec.gov. Information can also be found in Red Robin's other SEC filings. More detailed and updated information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with the SEC. These documents can be obtained free of charge from the sources indicated above.

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