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

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

RED ROBIN GOURMET BURGERS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

84-1573084
(I.R.S. Employer Identification Number)

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

2004 Performance Incentive Plan

Dennis B. Mullen
Chief Executive Officer
Red Robin Gourmet Burgers, Inc.
6312 S. Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado 80111
Telephone: (303) 846-6000
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

With copies to:

Annita M. Menogan
Chief Legal Officer
Red Robin Gourmet Burgers, Inc.
6312 S. Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado 80111
Telephone: (303) 846-6000

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Denver, Colorado 80202
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DEREGISTRATION

Red Robin Gourmet Burgers, Inc. (the "Company") is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister certain securities previously registered by the Company pursuant to the Registration Statement on Form S-8 (File No. 333-125443), which was originally filed with the Securities and Exchange Commission on June 2, 2005 (the "2005 Form S-8"). A total of 1,500,000 shares of the Company's common stock, \$0.001 par value, were registered for issuance under the Red Robin Gourmet Burgers, Inc. 2004 Performance Incentive Plan (the "2004 Plan") pursuant to the 2005 Form S-8.

On May 31, 2007, the stockholders of the Company approved the Red Robin Gourmet Burgers, Inc. 2007 Performance Incentive Plan (the "2007 Plan"). One million shares are available for grant under the 2007 Plan (the "2007 Plan Shares"). Pursuant to the terms of the 2007 Plan, the 2007 Plan Shares are comprised of the number of shares remaining under the 2004 Plan and an additional number of new shares to equal a total of 1,000,000. The Company has registered the 2007 Plan Shares pursuant to a new Registration Statement on Form S-8, which was filed on June 1, 2007.

The Company is filing this Post-Effective Amendment No. 1 to the 2005 Form S-8 in order to deregister 217,859 of the shares previously registered under the 2005 S-8, but not issued or otherwise allocated to outstanding awards under the 2004 Plan. No further awards will be made under the 2004 Plan on or after June 1, 2007.

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S—8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwood Village, State of Colorado, on this 1st day of June, 2007.

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Dennis B. Mullen
Name: Dennis B. Mullen
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dennis B. Mullen</u> Dennis B. Mullen	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	June 1, 2007
<u>/s. Katherine L. Scherping</u> Katherine L. Scherping	Chief Financial Officer (Principal Financial and Accounting Officer)	June 1, 2007
<u>/s/ Benjamin D. Graebel</u> Benjamin D. Graebel	Director	June 1, 2007
<u>/s/ Edward T. Harvey</u> Edward T. Harvey	Director	June 1, 2007
<u>/s/ Richard J. Howell</u> Richard J. Howell	Director	June 1, 2007
<u>/s/ James T. Rothe</u> James T. Rothe	Director	June 1, 2007
<u>/s/ Taylor Simonton</u> Taylor Simonton	Director	June 1, 2007
<u>/s/ Gary J. Singer</u> Gary J. Singer	Director	June 1, 2007