

**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): **January 31, 2008**

RED ROBIN GOURMET BURGERS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

0-49916

(Commission file number)

84-1573084

(I.R.S. Employer Identification Number)

**6312 S. Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado**

(Address of principal executive offices)

80111

(Zip Code)

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

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))

ITEM 8.01 Other Events

On January 31, 2008, Red Robin Gourmet Burgers, Inc. (the "Company") issued a press release announcing that it has signed a non-binding letter of intent to acquire the assets of 11 existing Red Robin franchised restaurants in the states of Wisconsin and Minnesota, owned by Dane County Robins, Inc. and Minnesota Robins, Inc., for a cash purchase price of approximately \$20.9 million, subject to purchase price adjustments and less any assumed indebtedness. In addition, the Company will acquire an additional restaurant currently under construction in Wisconsin upon its opening. A copy of the press release issued January 31, 2008 by the Company is attached as Exhibit 99.1 to this Report on Form 8-K and is incorporated into this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Red Robin Gourmet Burgers, Inc., Press Release dated January 31, 2008

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SIGNATURE

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

Date: January 31, 2008

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Annita M. Menogan
Name: Annita M. Menogan
Title: Chief Legal Officer

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EXHIBIT INDEX

Exhibit No.	Description
99.1	Red Robin Gourmet Burgers, Inc., Press Release dated January 31, 2008

**Red Robin Gourmet Burgers Announces Intent to Acquire Red Robin Franchised Restaurants in Wisconsin & Minnesota for \$20.9 million
Transaction Expected to Close in the Second Quarter of Fiscal 2008**

Greenwood Village, CO — (BUSINESS WIRE) — January 31, 2008 — Red Robin Gourmet Burgers, Inc. (Nasdaq: RRGB), the casual dining company that serves up fun, feel-good experiences by offering its guests an imaginative selection of high-quality gourmet burgers and innovative menu items in a family-friendly environment, today announced that it has agreed to acquire the assets of 11 existing Red Robin franchised restaurants for a total of \$20.9 million. The Company will acquire an additional restaurant that is currently under construction in Eau Claire, Wisconsin upon its opening, which is expected to occur in May, 2008.

Eight of the existing franchised restaurants are located in Wisconsin and are owned by Dane County Robins, Inc., while the remaining three existing franchised restaurants are located in Minnesota and are owned by Minnesota Robins, Inc. The Company will also acquire the development rights to the territory in Wisconsin that was formerly subject to exclusivity provisions.

The combined revenue from these existing 11 franchised restaurants was \$31.1 million in 2007, as reported by Dane County Robins, Inc. and Minnesota Robin, Inc. respectively. The Company currently expects the acquisitions, if completed, to close in the second quarter of fiscal 2008 and to be accretive to earnings. The Company anticipates funding the purchase through borrowings under its credit facility. The closing of the acquisitions is subject to completion of due diligence satisfactory to the Company, necessary licensing approvals, lease consents and transfers, and negotiating a definitive acquisition agreement, among other customary closing conditions. The Company will update its earnings guidance upon the completion of this transaction.

“As we have stated in the past, we evaluate franchise acquisitions on an opportunistic basis, after consideration of many factors, including being accretive to earnings. This attractive market will be open to Company-owned development, which we would certainly anticipate over time,” said Dennis B. Mullen, chairman and chief executive officer.

About Dane County Robins, Inc.

Dane County Robins, Inc. was founded in 2001 by Tim Gotzion and his family, when they opened their first Red Robin franchise in Monona, WI. Under various entities affiliated with Dane County Robins, Inc. the company grew to operate 11 Red Robin restaurants and employ over 1,000 team members in Wisconsin and Minnesota.

About Red Robin Gourmet Burgers, Inc. (NASDAQ: RRGB)

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., serves up wholesome, fun, feel-good experiences in a kid- and family-friendly environment. Red Robin® restaurants are famous for serving more than two dozen insanely delicious, high-quality gourmet burgers in a variety of recipes with Bottomless Steak Fries®, as well as salads, soups, appetizers, entrees, desserts, and signature Mad Mixology® Beverages. There are more than 380 Red Robin® restaurants located across the United States and Canada, including corporate-owned locations and those operating under franchise agreements.

Forward-Looking Statements

Certain information and statements contained in this press release are forward-looking statements. Forward-looking statements include statements regarding our expectations, beliefs, intentions, plans, goals, strategies, future events or performance and underlying assumptions and other statements which are other than statements of historical facts. These statements may be identified, without limitation, by the use of forward-looking terminology such as “intent,” “anticipates,” “expects,” “subject to” or comparable terms or the negative thereof. All forward-looking statements included in this press release are based on information available to the Company on the date hereof. Such statements speak only as of the date hereof and we undertake no obligation to update any such statement to reflect events or circumstances arising after the date hereof. These statements are based on assumptions believed by us to be reasonable, and involve known and unknown risks and uncertainties that could cause actual results to differ materially from those described in the statements. These risks and uncertainties include, but are not limited to, the following: delays in the due diligence and negotiation process or dissatisfaction with the results of due diligence; delays associated with or failure to obtain governmental and third-party consents; our ability to integrate the acquired restaurants and operate them as expected; finalization of purchase price and adjustments related to the acquisition of these franchised restaurants; effectiveness of our management strategies and decisions; changes in availability of capital or credit facility borrowings; and other risk factors described from time to time in the Company’s 10-Q and 10-K filings with the SEC.

For further information contact:
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203-682-8200
