

**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): February 11, 2009

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 11, 2009, the Board of Directors of Red Robin Gourmet Burgers, Inc. (the "**Company**") approved Amendment No. 1 to Second Amended and Restated Bylaws of the Company (the "**Amendment**"), which amends certain provisions of the Second Amended and Restated Bylaws of the Company dated December 7, 2007 (the "**Bylaws**"). Article I, Section 1, Subsection (C), clause (c) of the Bylaws was amended to require that the advance notice provided by stockholders of proposed business and nominations include disclosure of any agreements, arrangements or understanding that the stockholder or beneficial owner has entered into as of the date of such notice, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or such beneficial owner, with respect to shares of stock of the Company.

The Amendment became effective upon its approval by the Board of Directors. The foregoing description of the Amendment is only a summary and is qualified in its entirety by reference to the full text of the Amendment and the Bylaws. A copy of the Amendment is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

ITEM 9.01 Financial Statements And Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment No. 1 to Second Amended and Restated Bylaws of Red Robin Gourmet Burgers, Inc. dated February 11, 2009.

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: February 17, 2009

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Annita M. Menogan

Name: Annita M. Menogan

Title: Chief Legal Officer

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EXHIBIT INDEX

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AMENDMENT NO. 1
TO
SECOND AMENDED AND RESTATED BYLAWS
OF
RED ROBIN GOURMET BURGERS, INC.

The Second Amended and Restated Bylaws, dated December 7, 2007, of Red Robin Gourmet Burgers, Inc., a Delaware corporation, are hereby amended this 11th day of February, 2009, by amending and restating Article I, Section 1, Subsection (C), clause (c) of the Second Amended and Restated Bylaws to read in its entirety as follows:

Section 1. Annual Meeting.

(C)

(c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (ii) the class and number of shares of the Corporation that are owned beneficially and of record by such stockholder and such beneficial owner, (iii) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of such stockholder's notice by, or on behalf of, such stockholder and such beneficial owner, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the Corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or such beneficial owner, with respect to shares of stock of the Corporation, and (iv) whether either such stockholder or beneficial owner intends to deliver a proxy statement and form of proxy to holders of, in the case of a proposal, at least the percentage of the Corporation's voting shares required under applicable law to carry the proposal or, in the

case of a nomination or nominations, a sufficient number of holders of the Corporation's voting shares to elect such nominee or nominees (an affirmative statement of such intent, a "Solicitation Notice").