

**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): **December 21, 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 1.01 Entry into a Material Definitive Agreement

On December 21, 2009, Red Robin Gourmet Burgers, Inc. (the "Company") amended the Company's Employee Stock Purchase Plan (the "Plan") to add an individual share limit so that participants may acquire no more than 750 shares in each offering period. The amendment is effective for all offering periods commencing on or after January 1, 2010. The Company amended the Plan in connection with the adoption of final rules recently promulgated under Section 423 of the Internal Revenue Code of 1986, as amended.

The foregoing description of the amendment is qualified in its entirety by reference to the Second Amendment to Red Robin Gourmet Burgers, Inc. Employee Stock Purchase Plan filed as Exhibit 10.1 hereto, which exhibit is incorporated by reference herein.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
10.1	Second Amendment to Red Robin Gourmet Burgers, Inc. Employee Stock Purchase Plan dated as of December 21, 2009.

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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: December 24, 2009

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Annita M. Menogan

Name: Annita M. Menogan

EXHIBIT INDEX

Exhibit No.	Description
10.1	Second Amendment to Red Robin Gourmet Burgers, Inc. Employee Stock Purchase Plan dated as of December 21, 2009.

**SECOND AMENDMENT TO
RED ROBIN GOURMET BURGERS, INC.
EMPLOYEE STOCK PURCHASE PLAN**

1. The Employee Stock Purchase Plan of Red Robin Gourmet Burgers, Inc., a Delaware corporation (the "Company"), was approved by the Board of Directors on July 13, 2002, and submitted for approval by the Company's stockholders, and approved, on July 13, 2002 (the "Original Plan"), and amended by that certain First Amendment to Red Robin Gourmet Burgers, Inc. Employee Stock Purchase Plan, effective as of August 4, 2009 (as amended, the "Plan").
2. This Second Amendment to Red Robin Gourmet Burgers, Inc. Employee Stock Purchase Plan (this "Second Amendment") was approved by the Compensation Committee of the Company's Board of Directors on December 21, 2009. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Plan.
3. The following new **Section 4(b)** shall be added to the Plan, effective with respect to Offering Periods beginning on or after January 1, 2010:
 - (b) The maximum number of Shares that any one individual may acquire upon exercise of his or her Option with respect to any one Offering Period is 750, subject to adjustments pursuant to Section 17 (the "**Individual Limit**"); provided, however, that the Committee may amend such Individual Limit, effective no earlier than the first Offering Period commencing after the adoption of such amendment, without stockholder approval. The Individual Limit shall be proportionately adjusted for any Offering Period of less than six months, and may, at the discretion of the Committee, be proportionately increased for any Offering Period of greater than six months.
4. In addition, all references to the term "Individual Limit" and to Section 4(b) contained in the Original Plan shall be reinstated, effective with respect to Offering Periods beginning on or after January 1, 2010.
5. Except as provided in this Second Amendment, the Plan shall remain unchanged and continue in full force and effect.

[Signature page follows.]

IN WITNESS WHEREOF, this Second Amendment has been executed by a duly authorized officer of the Company as of the date specified below and effective as set forth herein.

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Annita M. Menogan
Name: Annita M. Menogan
Title: Chief Legal Officer
Dated: December 21, 2009
