

**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): **August 4, 2010**

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

The information set forth under Item 5.02 of this Form 8-K is incorporated herein by reference.

On August 5, 2010, Red Robin Gourmet Burgers, Inc. (the "Company") entered into a letter agreement (the "Agreement") with Clinton Group, Inc. and Spotlight Advisors, LLC on behalf of themselves and their respective affiliated funds, persons and entities (collectively, the "Investor Group"). One or more persons or entities included as part of the Investor Group are stockholders of the Company.

The Agreement provides that Glenn B. Kaufman, who was appointed to the Company's Board of Directors (the "Board") effective August 4, 2010 as described under Item 5.02 of this Form 8-K, constitutes the additional independent director to be appointed to the Company's Board in accordance with the previously announced letter agreement between the Company and the Investor Group. The Agreement also clarifies certain of the Investor Group's standstill obligations set forth in the previously announced agreement.

The description of the Agreement in this report does not purport to be complete and is qualified in its entirety by reference to the Agreement, a copy of which is filed as Exhibit 10.1 to this report and is incorporated herein by reference.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

The Company announced the appointment of Glenn B. Kaufman to the Board effective August 4, 2010, which will expand the Board from nine to ten members. Mr. Kaufman will serve as a Class II director until the 2013 annual meeting of stockholders. The Board appointed Mr. Kaufman to serve on the Nominating and Governance Committee. Neither Mr. Kaufman nor any related person has a direct or indirect material interest in any existing or currently proposed transaction to which the Company is or may become a party.

Mr. Kaufman will be compensated as a non-employee director in accordance with the Company's non-employee director compensation policies. Accordingly, in connection with his appointment, Mr. Kaufman received (a) 5,000 non-qualified stock options, which vest and become exercisable in equal monthly installments over the 24-month period following the date of grant (August 4, 2010), and (b) a pro-rata grant of restricted stock units in an amount equal to \$54,167, which will vest in three equal annual increments on the anniversary date of the grant (August 4, 2010); and the underlying shares will be subsequently distributed in three equal increments on the earlier of (i) the third, fourth and fifth anniversaries following the grant date, or (ii) separation of Board service. The foregoing equity awards are subject to the terms and conditions of the Company's form equity award agreements and the Amended and Restated 2007 Performance Incentive Plan.

In connection with Mr. Kaufman's appointment, the Company entered into an Indemnification Agreement with Mr. Kaufman effective as of August 4, 2010. The

Indemnification Agreement executed by Mr. Kaufman is identical to the form of Indemnification Agreement previously executed by other members of the Board and management.

The Indemnification Agreement is intended to complement the indemnity protection available under applicable law, the Company's Amended and Restated Certificate of Incorporation, as amended, and the Third Amended and Restated Bylaws, as amended, and any policies of insurance which may currently or hereafter be maintained by the Company. The Indemnification Agreement provides, among other things, and subject to the certain limitations described therein: (a) that the Company will indemnify such director (an "Indemnitee"), who was successful, in whole or in part, whether on the merits or otherwise in defense of any action, suit or proceeding, including actions by or in the right of the Company, if (i) the Indemnitee's conduct was in good faith, (ii) the Indemnitee reasonably believed that his conduct was in or not opposed to the best interests of the Company, and (iii) in the case of any criminal proceeding, the Indemnitee had no reasonable cause to believe his conduct was unlawful; (b) that the Company will advance expenses incurred by the Indemnitee in any such proceeding, including attorneys' fees, to the Indemnitee in advance of the final disposition of the proceeding; and (c) that the rights of the Indemnitee under the Indemnification Agreement are in addition to any other rights the Indemnitee may have under the Company's Amended and Restated Certificate of Incorporation, as amended, the Third Amended and Restated Bylaws, as amended, the Delaware General Corporation Law or otherwise.

The foregoing description of the Indemnification Agreement is qualified in its entirety by reference to Exhibit 10.20 to the Company's registration statement on Form S-1/A (No. 333-87044) filed with the Securities and Exchange Commission ("SEC") on July 12, 2002, and such exhibit is hereby incorporated by reference in its entirety into this Item 5.02, together with the press release attached to this Form 8-K as Exhibit 99.1.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Letter Agreement among Red Robin Gourmet Burgers, Inc., Spotlight Advisors, LLC and Clinton Group, Inc. dated as of August 5, 2010.
99.1	Red Robin Gourmet Burgers, Inc. Press Release dated August 5, 2010.

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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: August 5, 2010

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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Red Robin Gourmet Burgers, Inc.
6312 South Fiddlers Green Circle, # 200N
Greenwood Village, CO 80111

August 5, 2010

Mr. Gregory P. Taxin
 Spotlight Advisors, LLC
 9 West 57th Street, 26th Floor
 New York, NY 10019

Mr. Vincent Darpino
 Clinton Group, Inc.
 9 West 57th Street, 26th Floor
 New York, NY 10019

Dear Messrs. Taxin and Darpino:

The parties to that certain letter agreement dated March 4, 2010 (the "Agreement") among Spotlight Advisors, LLC, a Delaware limited liability company ("Spotlight") and Clinton Group, Inc., a Delaware corporation ("Clinton"), on behalf of themselves and their respective affiliated funds, persons and entities, both current and future (collectively, the "Investor Group") and Red Robin Gourmet Burgers, Inc., a Delaware corporation (the "Company"), hereby agree as follows (capitalized terms used but not otherwise defined in this letter agreement shall have the meanings given to such terms in the Agreement):

1. Glenn Kaufman shall constitute the Additional Director in accordance with Section 1(c) of the Agreement. The parties hereby agree that Mr. Kaufman will serve as a Class II director, rather than a Class III director, as originally contemplated by Section 1(c) of the Agreement.
2. For purposes of clarification, should the Company publicly announce that (i) it has entered into a definitive agreement with respect to the acquisition of all or greater than 50% of its outstanding common stock or (ii) the Board has determined to engage in a consideration of strategic alternatives, including the potential sale of the Company, the restrictions in Sections 9(d) and 9(e) of the Agreement shall not be deemed to apply to any action taken by the Investor Group either alone or together with a third party to make preparations for and present directly to the Board in a confidential manner an acquisition proposal; and further, that any filing made by the Investor Group on Schedule 13D that is required with respect to such a proposal shall not constitute a violation of Subsection 9(d) or 9(e) of the Agreement.
3. Except as specifically set forth herein, the parties continue to be bound by the terms and conditions of the Agreement. This letter agreement may be executed by the parties in counterparts, all of which will be deemed an original instrument, but together will constitute one and the same instrument. The parties may execute this letter agreement by facsimile or

electronically scanned signatures, and such signatures will be valid and binding as original signatures.

If you are in agreement with the foregoing, please so indicate by executing this letter agreement below.

Very truly yours,

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Pattye Moore
 Pattye Moore, Chair of the Board

Accepted and agreed to this
 5th day of August, 2010:

SPOTLIGHT ADVISORS, LLC
 on behalf of itself and its affiliates
 By: /s/ Gregory P. Taxin
 Name: Gregory P. Taxin
 Title: Managing Member

CLINTON GROUP, INC.
 on behalf of itself and its affiliates
 By: /s/ Francis A. Ruchalski
 Name: Francis A. Ruchalski
 Title: Director

Red Robin Appoints Glenn B. Kaufman to the Board of Directors

Greenwood Village, Colo. — August 5, 2010 — Red Robin Gourmet Burgers, Inc., (NASDAQ: RRGB) today announced the appointment of Glenn B. Kaufman to its Board of Directors, effective August 4, 2010.

Mr. Kaufman is a Managing Member of The D Cubed Group, a private market investment firm with a long-term value creation strategy centered on supporting each company and its executives in driving continuous improvement in business quality. Prior to forming D Cubed he spent 11 years at American Securities Capital Partners, where he was a Managing Director since 2001. During his tenure Mr. Kaufman spearheaded the firm's investing in the restaurant and franchising, and healthcare sectors. He served as Chairman or a Director of Potbelly Sandwich Works, El Pollo Loco, Press Ganey Associates, Anthony International and DRL Holdings.

“We are pleased to welcome Glenn to our Board of Directors. With his successful experience both investing and helping to drive performance in companies in our industry and elsewhere, Glenn will be a great contributor to our Board,” said Patty Moore, Red Robin's Board Chair. “As we have previously announced, the Company's Board of Directors has been proactively taking steps to enhance governance and this completes our process to add four new independent board members who all bring significant industry expertise and business experience. Combined with the positive progress we are making toward recruiting a highly qualified CEO, we feel on track in doing the things we need to do to position Red Robin for strong future success.”

Mr. Kaufman spent four years as an attorney with Cravath, Swaine & Moore and worked previously in the small business consulting group of Price Waterhouse. He holds a Bachelor of Science in Economics from the Wharton School of Business of the University of Pennsylvania and a law degree from Harvard.

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 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 440 Red Robin® restaurants located across the United States and Canada, including company-owned locations and those operating under franchise agreements.

For further information contact:

ICR
Don Duffy
203-682-8215
