

**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): **May 26, 2011**

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 May 27, 2011, Red Robin Gourmet Burgers, Inc. (the "Company") entered into Amendment No. 2 (the "Amendment") to the Rights Agreement dated as of August 11, 2010 and as amended on February 11, 2011 (collectively, the "Rights Agreement"), between the Company and American Stock Transfer & Trust Company, LLC, as rights agent. As a result of the Amendment, the rights to purchase Series A Junior Participating Preferred Stock, par value \$0.001 per share, of the Company (the "Rights") expired on May 27, 2011 (the "Expiration Date"). Effective as of the Expiration Date, there are no longer any Rights associated with the outstanding shares of the Company's common stock and no person has any rights pursuant to the Rights Agreement.

The summary description of the Amendment set forth above does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment which is incorporated herein by reference as Exhibit 4.1 to this Current Report on Form 8-K.

Item 3.03 Material Modification to Rights of Security Holders

As a result of the Amendment described in Item 1.01 above, the Company's outstanding Rights expired at the close of business on May 27, 2011.

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

On May 31, 2011, following expiration of the Rights on May 27, 2011, as described in Item 3.03 above, the Company filed a Certificate of Elimination (the "Certificate of Elimination") with the Delaware Secretary of State which eliminated all authorized shares of Series A Junior Participating Preferred Stock, and as a result, under the Delaware General Corporation Law, the Series A Junior Participating Preferred Stock shall no longer be an authorized series of the Company. Prior to the expiration of the Rights Agreement, the Series A Junior Participating Preferred Stock would have been issuable, under certain circumstances, upon the exercise of the Rights. The Certificate of Elimination is filed with this report as Exhibit 3.1 and is incorporated herein by reference.

The summary description of the Certificate of Elimination set forth above does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Elimination which is incorporated herein by reference as Exhibit 3.1 to this Current Report on Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting on May 26, 2011 in Greenwood Village, Colorado. Of the 15,242,512 shares of common stock issued and outstanding as of the record date, 13,101,050 shares of common stock (approximately 86%) were present or represented by proxy at the Annual Meeting. The Company's stockholders elected all of the directors nominated by the Company's Board of Directors, approved the proposed advisory note on the

executive compensation program for the Company's named executive officers, approved a one-year frequency for holding an advisory vote on executive compensation in the Company's proxy materials, approved the Company's Second Amended and Restated 2007 Performance Incentive Plan, approved a proposal to be included in the Company's 2012 proxy statement to amend the Company's Amended and Restated Certificate of Incorporation, as amended, to declassify the board of directors and ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 25, 2011. The results of the voting on the matters submitted to the stockholders are as follows:

1. Election of Stephen E. Carley, Pattye L. Moore and Marcus L. Zanner, to serve on the Board of Directors of the Company until the 2014 annual meeting of stockholders and until their successors have been duly elected and qualified, or until the earlier of their respective deaths, resignations or retirement:

Name	FOR	WITHHELD
Stephen E. Carley	10,290,657	72,996
Pattye L. Moore	10,863,979	28,517
Marcus L. Zanner	10,002,036	469,725

2. Approval of the proposed advisory vote on the executive compensation program for the Company's named executive officers:

FOR	AGAINST	ABSTAIN
9,017,621	1,503,128	428,678

3. Approval of a one-year frequency for holding an advisory vote on executive compensation in the Company's proxy materials:

1 YEAR	2 YEARS	3 YEARS	ABSTAIN
9,252,967	146,504	1,127,053	422,903

4. Approval of the Company's Second Amended and Restated 2007 Performance Incentive Plan:

FOR	AGAINST	ABSTAIN
9,242,278	1,184,323	522,826

5. Approval of inclusion of a proposal in the Company's 2012 proxy statement to amend the Company's Amended and Restated Certificate of Incorporation, as amended, to declassify the Company's board of directors:

FOR	AGAINST	ABSTAIN
9,023,360	57,281	831,948

6. Ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 25, 2011:

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FOR	WITHHELD	ABSTAIN
12,930,504	156,278	14,268

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Elimination of Series A Junior Participating Preferred Stock of Red Robin Gourmet Burgers, Inc. dated May 27, 2011.
4.1	Amendment No. 2 to Rights Agreement, dated as of May 27, 2011 between Red Robin Gourmet Burgers, Inc. and American Stock Transfer & Trust Company, LLC, as rights agent.

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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: May 31, 2011

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Annita M. Menogan
Annita M. Menogan
Senior Vice President and Chief Legal Officer

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EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Elimination of Series A Junior Participating Preferred Stock of Red Robin Gourmet Burgers, Inc.

CERTIFICATE OF ELIMINATION

of

SERIES A JUNIOR PARTICIPATING PREFERRED STOCK

of

RED ROBIN GOURMET BURGERS, INC.

(Pursuant to Section 151 of the
Delaware General Corporation Law)

Red Robin Gourmet Burgers, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), in accordance with the provisions of Section 151(g) of the Delaware General Corporation Law (the "DGCL"), hereby certifies as follows:

1. Pursuant to Section 151 of the DGCL and authority conferred upon the Board of Directors of the Corporation (the "Board") by the Amended and Restated Certificate of Incorporation dated July 18, 2002 of the Corporation, as amended (the "Certificate of Incorporation"), the Board previously designated 16,710 shares of preferred stock as Series A Junior Participating Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), and established the powers, preferences and rights of the shares of such series, and the qualifications, limitations or restrictions thereof as set forth in the Certificate of Designations of Series A Junior Participating Preferred Stock of Red Robin Gourmet Burgers, Inc. (the "Series A Certificate of Designations"), with respect to such Preferred Stock, which Series A Certificate of Designations was filed in the Office of the Secretary of State of the State of Delaware on August 11, 2010 and is in full force and effect on the date hereof. None of the authorized shares of Preferred Stock are outstanding and none will be issued.

2. Pursuant to authority conferred upon the Board by the Certificate of Incorporation the Board adopted the following resolutions:

RESOLVED, that none of the authorized shares of Series A Junior Participating Preferred Stock, par value \$0.001 per share, of the Corporation (the "Preferred Stock") are outstanding and none will be issued subject to that certain Certificate of Designations of Series A Junior Participating Preferred Stock of the Corporation filed with the Delaware Secretary of State on August 11, 2010 (the "Certificate of Designations").

RESOLVED FURTHER, that the Corporation be, and hereby is, authorized and directed to file with the Delaware Secretary of State the Certificate of Elimination (the "Certificate of Elimination") containing these resolutions, with the purpose of eliminating the authorized number of shares of Preferred Stock, and as a result under Section 151 of the Delaware General Corporation Law, the Preferred Stock shall no longer be an authorized series of the Corporation.

RESOLVED FURTHER, that Annita M. Menogan, Senior Vice President and Chief Legal Officer, be, and hereby is, authorized and directed, for and on behalf of the Corporation and in its name, to execute and file the Certificate of Elimination, which shall have the effect when filed with the Secretary of State of the State of Delaware of eliminating from the Amended and Restated Certificate of Incorporation of the Corporation all matters set forth in the Certificate of Designations of Series A Junior Participating Preferred Stock with respect to the Preferred Stock, and to take such further actions as she may deem necessary or appropriate to carry out the intent of the foregoing resolutions in accordance with the applicable provisions of the Delaware General Corporation Law.

3. That in accordance with the provisions of Section 151 of the DGCL, the Certificate of Incorporation is hereby amended to eliminate all references to the Preferred Stock,

4. The foregoing Certificate of Elimination has been duly approved by the Board.

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IN WITNESS WHEREOF, this Certificate of Elimination is executed on behalf of the Corporation by its Senior Vice President and Chief Legal Officer this 27th day of May, 2011.

By: /s/ Annita M. Menogan
Annita M. Menogan, Senior Vice President and Chief Legal Officer

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**AMENDMENT NO. 2 TO
RIGHTS AGREEMENT**

THIS AMENDMENT NO. 2, to the Rights Agreement, dated as of May 27, 2011 (this "Amendment") amends that certain Rights Agreement dated as of August 11, 2010, as amended on February 11, 2010 (the "Rights Agreement") between Red Robin Gourmet Burgers, Inc., a Delaware corporation (the "Company") and American Stock Transfer & Trust Company, LLC, a New York limited liability company, as rights agent (the "Rights Agent"). Except as otherwise provided herein, or unless the context otherwise requires, all terms used herein shall have the meanings assigned to them in the Rights Agreement.

RECITALS

WHEREAS, the Company and the Rights Agent have heretofore executed and entered into the Rights Agreement;

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company and the Rights Agent may from time to time supplement or amend the Rights Agreement subject to the terms of the Rights Agreement;

WHEREAS, the Board of Directors of the Company has determined that an amendment to the Rights Agreement as set forth herein is desirable and in the best interests of the Company and its stockholders; and

WHEREAS, all acts and things necessary to make this Amendment a valid agreement, enforceable according to its terms have been done and performed, and the execution and delivery of this Amendment by the Company and the Rights Agent have been in all respects duly authorized by the Company and the Rights Agent.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements set forth herein, and intending to be legally bound, the parties hereto agree as follows:

1. Amendment of Section 7(a). Section 7(a) of the Rights Agreement is amended in its entirety to read:

"(a) The registered holder of any Right Certificate may exercise the Rights evidenced thereby (except as otherwise provided herein), in whole or in part, at any time after the Distribution Date, upon surrender of the Right Certificate, with the form of election to purchase on the reverse side thereof properly and duly executed, to the Rights Agent at the Designated Office of the Rights Agent, together with payment of the Purchase Price for each one one-thousandth of a Preferred Share as to which the Rights are exercised, at or prior to the earliest of (i) May 27, 2011 (the "Expiration Date"), (ii) the time at which a Permitted Offer is consummated (the "Permitted Offer Expiration Date"), and the earliest of the Expiration Date and the Permitted Offer Expiration Date, the "Final Expiration Date"), (iii) the time at which the Rights are redeemed as provided in Section 23 hereof (the "Redemption Date"), or (iv) the time at which such Rights are exchanged as provided in Section 24 hereof. The Rights shall expire on

the Final Expiration Date, and upon such expiration, all rights pertaining thereto shall be extinguished."

2. Effectiveness. This Amendment shall be deemed effective as of the date first written above, as if executed on such date. Except as amended hereby, the Rights Agreement shall remain in full force and effect and shall be otherwise unaffected hereby.

3. Miscellaneous. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state. This Amendment may be executed in any number of counterparts, each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute one and the same instrument. If any provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, illegal or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be effected, impaired or invalidated.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and attested, all as of the date and year first above written.

Attest:

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Douglas L. Christman
Name: Douglas L. Christman
Title: Associate General Counsel

By: /s/ Stephen E. Carley
Name: Stephen E. Carley
Title: Chief Executive Officer

Attest:

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC

By: /s/ Isaac J. Kagan
Name: Isaac J. Kagan
Title: Vice President

By: /s/ Paula C. Aroppoli
Name: Paula C. Aroppoli
Title: Senior Vice President
