

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

RED ROBIN GOURMET BURGERS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-1573084
(I.R.S. Employer
Identification Number)

**6312 South Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado 80111
(303) 846-6000**
(Address of principal executive offices)

Red Robin Gourmet Burgers, Inc. Second Amended and Restated 2007 Performance Incentive Plan

**Stephen E. Carley
Chief Executive Officer
Red Robin Gourmet Burgers, Inc.
6312 South Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado 80111
(303) 846-6000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

**Annita M. Menogan
Chief Legal Officer
Red Robin Gourmet Burgers, Inc.
6312 South Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado 80111
(303) 846-6000**

**Ronald R. Levine, Esq.
Davis Graham & Stubbs LLP
1550 Seventeenth Street, Suite 500
Denver, Colorado 80202
(303) 892-9400**

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share	250,000	\$ 35.97(2)	\$ 8,992,500	\$ 1,044.03(3)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock of the Registrant ("Common Stock") to be offered or issued as a result of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h) under the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are calculated using the average of the high and low prices of the Common Stock on May 26, 2011, as reported by The NASDAQ® Stock Market.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of an additional 250,000 shares of Common Stock available under the Red Robin Gourmet Burgers, Inc. Second Amended and Restated 2007 Performance Incentive Plan resulting from an amendment to that certain Amended and Restated 2007 Performance Incentive Plan. A Registration Statement on Form S-8 (Registration No. 333-143458) was previously filed with the Securities and Exchange Commission on June 1, 2007, to register 1,000,000 shares of Common Stock under the 2007 Performance Incentive Plan. Pursuant to a subsequent Registration Statement on Form S-8 (Registration No. 333-151512) filed on June 6, 2008, the Company registered an additional 824,600 shares of Common Stock under the Company's Amended and Restated 2007 Performance Incentive Plan.

EXPLANATORY NOTE

Red Robin Gourmet Burgers, Inc. (the "Company") previously filed a Registration Statement on Form S-8 (Registration No. 333-143458) on June 1, 2007 (the "First Registration Statement") relating to the registration of 1,000,000 shares of common stock, par value \$0.001 per share of the Company (the "Common Stock") in accordance with the Company's 2007 Performance Incentive Plan (the "2007 Plan"). On June 6, 2008, pursuant to a subsequently filed Registration Statement on Form S-8 (Registration

No. 333-151512) (the "Second Registration Statement" and, together with the First Registration Statement, the "Prior Registration Statements"), the Company registered an additional 824,600 shares of Common Stock available under the Company's Amended and Restated 2007 Performance Incentive Plan (the "Amended 2007 Plan"). On May 26, 2011, the Company's stockholders approved amendments to the Amended 2007 Plan that, among other things, increased the number of shares of Common Stock available under the Amended 2007 Plan from 1,824,600 to 2,074,600. Accordingly, this Registration Statement is being filed to register the additional 250,000 shares of Common Stock. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements, including each of the documents filed with the Securities and Exchange Commission and incorporated (or deemed to be incorporated) by reference therein, and each of the documents filed as exhibits thereto, are incorporated by reference herein except as otherwise updated or modified by this filing. All exhibits required by General Instruction E to Form S-8 are filed as exhibits hereto.

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits

Exhibit No.	Description of Exhibit
4.1	Red Robin Gourmet Burgers, Inc. Second Amended and Restated 2007 Performance Incentive Plan.
5.1	Opinion of Davis Graham & Stubbs LLP as to the legality of the securities being issued.
23.1	Consent of Davis Graham & Stubbs LLP (included in Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney (included on signature page of this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwood Village, State of Colorado, on this 2nd day of June, 2011.

RED ROBIN GOURMET BURGERS, INC.

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

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Stephen E. Carley, Katherine L. Scherping, and Annita M. Menogan, and each of them, his true and lawful agent, proxy and attorney-in-fact, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this registration statement together with all schedules and exhibits thereto and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, (iii) act on and file any supplement to any prospectus included in this registration statement or any such amendment or any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933 and (iv) take any and all actions which may be necessary or appropriate to be done, as fully for all intents and purposes as he might or could do in person, hereby approving, ratifying and confirming all that such agent, proxy and attorney-in-fact or any of his substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Stephen E. Carley</u> Stephen E. Carley	Chief Executive Officer (Principal Executive Officer and Director)	June 2, 2011
<u>/s/ Katherine L. Scherping</u> Katherine L. Scherping	Chief Financial Officer (Principal Financial and Accounting Officer)	June 2, 2011
<u>/s/ Pattye L. Moore</u> Pattye L. Moore	Chairperson of the Board	June 2, 2011

<u>/s/ Robert B. Aiken</u> Robert B. Aiken	Director	June 2, 2011
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<u>/s/ Lloyd L. Hill</u> Lloyd L. Hill	Director	June 2, 2011
<u>/s/ Richard J. Howell</u> Richard J. Howell	Director	June 2, 2011
<u>/s/ Glenn B. Kaufman</u> Glenn B. Kaufman	Director	June 2, 2011
<u>/s/ David Makula</u> David Makula	Director	June 2, 2011
<u>/s/ Stuart I. Oran</u> Stuart I. Oran	Director	June 2, 2011
<u>/s/ James T. Rothe</u> James T. Rothe	Director	June 2, 2011
<u>/s/ J. Taylor Simonton</u> J. Taylor Simonton	Director	June 2, 2011
<u>/s/ Marcus L. Zanner</u> Marcus L. Zanner	Director	June 2, 2011

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EXHIBIT INDEX

The following is a list of all exhibits filed as part of this Registration Statement or, as noted, incorporated by reference into this Registration Statement.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	Red Robin Gourmet Burgers, Inc. Second Amended and Restated 2007 Performance Incentive Plan (previously filed as Appendix A to the Company's Proxy Statement for its Annual Meeting of Stockholders held on May 26, 2011, and incorporated herein by reference).
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[Davis Graham & Stubbs LLP Letterhead]

June 2, 2011

Board of Directors
Red Robin Gourmet Burgers, Inc.
6312 South Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado 80111

Re: Registration Statement on Form S-8 relating to 250,000 shares of Common Stock under the Red Robin Gourmet Burgers, Inc. Second Amended and Restated 2007 Performance Incentive Plan

Board of Directors:

We have acted as counsel to Red Robin Gourmet Burgers, Inc. (the "Company") in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the "Act"), of 250,000 shares (the "Shares") of the Company's common stock, \$0.001 par value per share, reserved for issuance under the Company's Second Amended and Restated 2007 Performance Incentive Plan (the "Plan").

This opinion is delivered pursuant to the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In such connection, we have examined certain corporate records and proceedings of the Company, including actions taken by the Company relating to the authorization and issuance of the Shares, and such other matters as we deemed appropriate. In our examination, we have assumed the genuineness of all signatures, the authenticity, accuracy and completeness of the documents submitted to us as originals, and the conformity with the original documents of all documents submitted to us as copies.

Based upon and subject to the foregoing, we are of the opinion that the Shares are duly and validly authorized and when issued and sold as contemplated by the Plan and the Registration Statement, will be legally and validly issued, fully paid and non-assessable shares of capital stock of the Company.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules of the Securities and Exchange Commission.

Very truly yours,

/s/ Davis Graham & Stubbs LLP

DAVIS GRAHAM & STUBBS LLP

[Deloitte & Touche LLP letterhead]

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 25, 2011, relating to the consolidated financial statements of Red Robin Gourmet Burgers, Inc. and the effectiveness of the Red Robin Gourmet Burger, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 26, 2010.

/s/ Deloitte & Touche LLP

Denver, Colorado
June 2, 2011

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