

**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): **April 30, 2014**

**RED ROBIN GOURMET BURGERS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34851**  
(Commission  
File Number)

**84-1573084**  
(IRS Employer  
Identification No.)

**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 7.01 Regulation FD Disclosure**

On April 30, 2014, Red Robin Gourmet Burgers, Inc. issued a press release announcing that it has entered into asset purchase agreements through its wholly owned subsidiaries to acquire 32 existing Red Robin® franchised restaurants in the United States and Canada, for a cash purchase price of approximately \$40 million, subject to certain purchase price adjustments. The acquisition is expected to close late summer 2014 and is subject to customary closing conditions. The U.S. restaurants, which are currently owned by Mach Robin, LLC, are located in Illinois, Idaho, Nevada, New Mexico, and Utah. The Canadian restaurants, currently owned by Mach Robin, LLC's Canadian affiliate, are located in British Columbia and Alberta. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated into this Item 7.01 by reference.

The information in this report, including the information set forth in Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Red Robin Gourmet Burgers, Inc. Press Release dated April 30, 2014.

**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.

**RED ROBIN GOURMET BURGERS, INC.**

Date: April 30, 2014

By: /s/ Michael L. Kaplan

Name: Michael L. Kaplan  
Title: Senior Vice President and Chief Legal Officer

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Red Robin Gourmet Burgers, Inc. Press Release dated April 30, 2014.

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**Red Robin Announces Agreements to Acquire 32 Franchised Restaurants  
in the United States and Canada**

GREENWOOD VILLAGE, Colo., April 30, 2014 — Red Robin Gourmet Burgers, Inc. (NASDAQ: RRGB), a casual dining restaurant chain focused on serving an innovative selection of high-quality gourmet burgers in a family-friendly atmosphere, today announced it has signed purchase agreements to acquire 32 Red Robin® franchised restaurants in the United States and Canada, for approximately \$40 million. The acquisition is expected to close late summer 2014 pending completion of certain closing conditions.

“We are excited for the opportunity to acquire a group of established Red Robin restaurants and welcome the over 2,500 team members who have been instrumental to their success in these markets,” said Steve Carley, Red Robin Gourmet Burgers, Inc. chief executive officer.

The 14 U.S. restaurants, currently owned by Mach Robin, LLC, are located in Illinois, Idaho, Nevada, New Mexico and Utah. The 18 Canadian restaurants, currently owned by Mach Robin, LLC’s Canadian affiliate, are located in the provinces of British Columbia and Alberta, where Red Robin franchises have been operating since 1985. The current owners are subsidiaries of 5B Investments, Inc. The Company plans to maintain the corporate office in Vancouver. The acquired restaurants are expected to generate combined annual revenues of approximately \$88 million.

All of the Red Robin restaurants being acquired will remain open for business during the transition, continuing to bring loyal Guests the craveable burgers and signature beverages they have come to expect from Red Robin.

Management will discuss the transaction in further detail on the first quarter 2014 earnings conference call, which will be held on May 20, 2014.

**About Red Robin Gourmet Burgers, Inc. (NASDAQ: RRGB):**

Red Robin Gourmet Burgers, Inc. ([www.redrobin.com](http://www.redrobin.com)), a casual dining restaurant chain founded in 1969 that operates through its wholly-owned subsidiary, Red Robin International, Inc., is the Gourmet Burger Authority™, famous for serving more than two dozen craveable, high-quality burgers with Bottomless Steak Fries® in a fun environment welcoming to guests of all ages. In addition to its many burger offerings, Red Robin serves a wide variety of salads, soups, appetizers, entrees, desserts and signature Mad Mixology® Beverages. Red Robin offers a variety of options behind the bar, including its extensive selection of local and regional beers, and innovative adult beer shakes and cocktails, recently earning the restaurant the 2014 VIBE Vista Award for Best Beer Program in a Multi-Unit Chain Restaurant. There are 500 Red Robin restaurants across the United States and Canada, including those operating under franchise agreements. Red Robin... YUMMM®! Connect with Red Robin on Facebook and Twitter.

**About 5B Investments, Inc:**

5B Investments, Inc ([www.5binvestments.com](http://www.5binvestments.com)), founded in 1989, is a privately held corporation holding interests in commercial, industrial, residential, self-storage, and restaurant projects throughout the U.S and Canada exceeding revenues of \$100 million.

**Forward-Looking Statements:**

Forward-looking statements in this press release regarding our expectations, plans, anticipated benefits and annual revenues related to the acquisition, timing of closing, intent to maintain the Canadian office location, and all other statements that are not historical facts, are made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements

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are based on assumptions believed by the Company to be reasonable and speak only as of the date on which such statements are made. We undertake no obligation to update such statements to reflect events or circumstances arising after such date, and we caution investors not to place undue reliance on any such forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those described in the statements based on a number of factors, including but not limited to the following: delays associated with or failure to obtain governmental and third-party consents; our ability to integrate the acquired restaurants and operate them as expected; our ability to successfully integrate personnel at the acquired restaurants; effectiveness of our management strategies and decisions; changes in availability of capital or credit facility borrowings; ability of the acquired restaurants to meet certain earnings targets; and other risk factors described from time to time in the Company’s Form 10-K, Form 10-Q, and Form 8-K reports (including all amendments to those reports) filed with the U.S. Securities and Exchange Commission.

**For media relations questions contact:**

Maria Frank, Coyne PR  
(310) 395-6110

**For investor relations questions contact:**

Stuart Brown, Chief Financial Officer  
(303) 846-6000

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