

**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 2, 2019**

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 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))

Securities registered pursuant to Section 12(b) of the Exchange Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	RRGB	NASDAQ (Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Appointment of New Board Members

On August 4, 2019, Red Robin Gourmet Burgers, Inc. (the “Company”) increased the size of the Board to ten members and appointed Thomas G. Conforti, G.J. Hart, and David A. Pace to fill the resulting vacancies. Mr. Conforti and Mr. Pace were elected effective August 2, 2019 and Mr. Hart was elected effective August 4, 2019. Each of Mr. Conforti, Mr. Hart, and Mr. Pace will serve as a director until the 2020 annual meeting of stockholders or until their respective successor has been duly elected and qualified, or until the earlier of their respective death, resignation, or removal. Committee assignments for the new directors will be made at a later date.

Mr. Conforti, age 60, served as a Senior Advisor to Wyndham Worldwide from August 2017 to May 2018, where he advised on strategic transactions. Prior to that, he served as Executive Vice President and Chief Financial Officer for Wyndham Worldwide from September 2009 to August 2017. From 2002 to 2008, he served as the Chief Financial Officer for IHOP/Dinequity. Earlier in his career, Mr. Conforti held leadership positions at KB Home and The Walt Disney Company, among others.

Mr. Hart, age 61, has served since January 2018 as the Chief Executive Officer for Torchy’s Tacos, a privately-held fast-casual restaurant concept. Prior to that, Mr. Hart was the Executive Chairman and Chief Executive Officer of California Pizza Kitchen from August 2011 to January 2018. From 2000 to 2011, Mr. Hart served as President of Texas Roadhouse Holdings, LLC and as Chief Executive Officer and member of the board from 2004 to 2011. Earlier in his career, Mr. Hart held leadership positions at TriFoods International, New Zealand Lamb Company, and Shenandoah Valley Poultry, among others.

Mr. Pace, age 60, served as Chief Executive Officer for Jamba Juice from March 2016 to September 2018 and as a member of its board since 2012. Prior to that, Mr. Pace served as President of Carrabba’s Italian Grill from June 2014 to March 2016, and as Executive Vice President and Chief Resource Officer of Bloomin’ Brands’ from August 2010 to June 2014. Prior to joining Bloomin’ Brands in 2010, Mr. Pace held executive positions with Starbucks Coffee Company, PepsiCo, and Yum! Brands, Inc.

Each of Mr. Conforti, Mr. Hart, and Mr. Pace will receive compensation in accordance with the Company’s standard non-employee director compensation policies, which are described in the Company’s Definitive Proxy Statement on Schedule 14A for the 2019 Annual Meeting of Stockholders filed with the SEC on April 10, 2019.

As of the date of these appointments, there are no transactions between the Company and Mr. Conforti, Mr. Hart, and Mr. Pace, respectively, that would be reportable under Item 404(a) of Regulation S-K. None of Mr. Conforti, Mr. Hart, or Mr. Pace was selected pursuant to any arrangement or understanding between themselves and any other person.

Retirement of Two Board Members

On August 6, 2019, the Company announced that Pattye L. Moore, Board Chair and interim President and Chief Executive Officer, will retire from the Board following the upcoming CEO transition. Ms. Moore has served on the Board since 2007.

Also on August 6, 2019, the Company announced that Director Stuart Oran notified the Company that he has decided not to stand for re-election at the 2020 Annual Meeting of Shareholders. Mr. Oran has served on the Board since 2010.

Ms. Moore's and Mr. Oran's decisions were part of a board refresh, and not due to any disagreement with the Company or management.

The Company issued a press release on August 6, 2019 announcing these director changes. A copy of the press release is attached as Exhibit 99.1 to this report and incorporated by reference herein.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Red Robin Gourmet Burgers, Inc. Press Release dated August 6, 2019.

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 6, 2019

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Michael L. Kaplan
Name: Michael L. Kaplan
Title: Senior Vice President & Chief Legal Officer

Red Robin Announces Addition of Tom G. Conforti, G.J. Hart and David A. Pace to Board of Directors

Three New Highly Qualified, Independent Directors Bring Significant Restaurant, Consumer and Retail Expertise, and Track Record of Creating Value for Shareholders

GREENWOOD VILLAGE, Colo.— August 6, 2019 — Red Robin Gourmet Burgers, Inc. (NASDAQ:RRGB) (“Red Robin” or the “Company”) today announced it has appointed Tom G. Conforti, G.J. Hart and David A. Pace as new independent directors, effective immediately. The appointments were made after a search by the Board’s Nominating & Governance Committee with the assistance of The Elliot Group, a leading executive search firm. As part of this board refresh, Pattye Moore, Board Chair and interim Chief Executive Officer, will retire from the Board after a CEO transition, and Stuart Oran has decided not to stand for re-election at the 2020 Annual Meeting of Shareholders.

“We are pleased to welcome three highly experienced and seasoned industry veterans as new independent directors on the Red Robin Board,” said Ms. Moore. “The Board has been engaged in a process to identify new directors who would bring additional skills and expertise to enhance Red Robin’s opportunities and success. Tom, G.J. and David each bring outstanding track records of significant growth and value creation in the restaurant, food service and hospitality industries. We are confident their experience and expertise will be valuable assets to Red Robin as we execute on our strategic priorities and continue the Board’s efforts to create value for our shareholders.”

Today’s new director appointments are:

- **Tom Conforti**, an accomplished executive with more than three decades of experience in financial, strategic and operational roles across multiple industries including restaurant, retail, consumer and hospitality. He most recently served as Executive Vice President and Chief Financial Officer for Wyndham Worldwide from 2009 to 2017, where he had direct responsibility for all finance, technology, real estate, and purchasing functions. During that time, he helped lead successful changes to the company’s capital allocation strategy, and the company delivered a total shareholder return of over 700%. Prior to that, he served as CFO for IHOP/Dinequity from 2002 to 2008, where he led the purchase of Applebee’s and a change in IHOP’s franchising model. Earlier in his career, Mr. Conforti held leadership positions at The Walt Disney Company and KB Home, as well as a number of roles at Pepsico.
 - **G.J. Hart**, a seasoned food and beverage executive with nearly 35 years in the industry and a strong track record of driving growth and innovation. Since 2018, he has served as the Chief Executive Officer of Torchy’s Tacos, a privately-held fast-casual restaurant concept with more than 60 locations in Texas, Oklahoma, and Colorado. He was previously the Executive Chairman and Chief Executive Officer of California Pizza Kitchen, where he was responsible for its “Next Chapter” of growth with a program that infused a fresh, contemporary look, innovative menu, world-class service model and generated higher per store average sales and profitability. From 2000 to 2011, Mr. Hart served as President of Texas Roadhouse Holdings, LLC and as Chief Executive Officer from 2004 to 2011, where he oversaw unprecedented growth and expanded the business from 60 locations to over 450 restaurants in 49 states and two international markets, while increasing revenues from \$63 million to over \$1 billion. Earlier in his career, Mr. Hart held leadership positions at TriFoods International, New Zealand Lamb Company and Shenandoah Valley Poultry, among others.
 - **David A. Pace**, who brings more than 30 years of leadership experience in a range of industries including food and beverage retail, consumer products, entertainment and ecommerce. Most recently, from 2016 to 2018, he served as Chief Executive Officer of Jamba Juice, Inc., where he led the brand through a highly successful repositioning and tripled profit performance. Prior to that, he served as President of Carrabba’s Italian Grill, from 2014 to 2016, where he oversaw significant margin improvement and record profits. From 2010 to 2014, Mr. Pace served as the Executive Vice President and Chief Resource Officer at Bloomin’ Brands, the parent company of
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Carraba's Italian Grill, where he was responsible for real estate development and human capital deployment for \$4.1 billion across approximately 1,500 restaurants, 100,000 team members and five brands. Earlier in his career, Mr. Pace held various leadership positions at Starbucks and YUM! Brands, among others.

Red Robin also noted it is continuing to work closely with The Elliot Group in its search for a new CEO, and expects to make an announcement in the near-term.

About Red Robin

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., and under the trade name Red Robin Gourmet Burgers and Brews, 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. Whether a family dining with kids, adults grabbing a drink at the bar, or teens enjoying a meal, Red Robin offers an unparalleled experience for its Guests. In addition to its many burger offerings, Red Robin serves a wide variety of salads, soups, appetizers, entrees, desserts, and signature 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, earning the restaurant a VIBE Vista Award for Best Beer Program in a Multi-Unit Chain Restaurant. There are more than 560 Red Robin restaurants across the United States and Canada, including locations operating under franchise agreements. Red Robin... YUMMM®! Connect with Red Robin on Facebook, Instagram, and Twitter.

Forward-Looking Statements

Forward-looking statements in this press release are made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on assumptions believed by the Company to be reasonable and speak only as of the date on which such statements are made. Except as required by law, the Company undertakes no obligation to update such statements to reflect events or circumstances arising after such date, and cautions 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: the effectiveness of the Company's strategic initiatives, including the effectiveness of the Company's affordability, service improvement, technology, and off-site initiatives to drive traffic and sales; the ability to increase labor productivity through alternative labor models, and to train the Company's workforce for service execution complexities related to growth of multiple revenue streams in the restaurant; the success of the Company's refranchising efforts; 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 investor relations questions:

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Shareholder Tools
