

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 No.)

**6312 S. Fiddler's Green Circle, Suite 200N**  
**Greenwood Village, Colorado 80111**  
(Address of principal executive offices)

**Paul Murphy**  
**President and Chief Executive Officer**  
**6312 S. 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)

**Red Robin Gourmet Burgers, Inc. 2017 Performance Incentive Plan, as Further Amended**  
**Red Robin Gourmet Burgers, Inc. Amended and Restated Employee Stock Purchase Plan, as Amended**  
(Full title of the Plan)

Copies to:

**David S. Huntington, Esq.**  
**Paul, Weiss, Rifkind, Wharton & Garrison LLP**  
**1285 Avenue of the Americas**  
**New York, New York 10019-6064**  
**(212) 373-3000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(4)	Proposed Maximum Aggregate Offering Price(4)	Amount of Registration Fee(5)
Common Stock, par value \$0.001 per share (1)	425,000 (2)(3)	\$14.88	\$6,324,000	\$820.86

- Pursuant to Rule 416(a) under the Securities Act of 1933 (the "Securities Act"), this registration statement shall also cover any additional shares of Common Stock par value \$0.001 per share (the "Common Stock"), of Red Robin Gourmet Burgers, Inc. (the "Company" or the "Registrant") 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.
- Includes 275,000 shares of Common Stock reserved for issuance under the Red Robin Gourmet Burgers, Inc. 2017 Performance Incentive Plan (the "2017 Plan"). The 2017 Plan initially provided by its terms for the issuance of up to 630,182 shares of Common Stock. The Company filed a Registration Statement on Form S-8 with the Securities and Exchange Commission (the "Commission") on May 18, 2017 (File No. 333-218091) related to 630,182 shares of Common Stock issuable under the 2017 Plan. The Company filed a Registration Statement on Form S-8 on June 12, 2019 (File No. 333-232085) related to a further 660,000 shares issuable under the 2017 Plan. On May 21, 2020, the Company's stockholders approved an amendment to the 2017 Plan increasing the number of shares of Common Stock authorized for future issuance under the 2017 Plan by 275,000 shares.
- Includes 150,000 shares of Common Stock reserved for issuance under the Employee Stock Purchase Plan (the "ESPP"). The ESPP initially provided by its terms for the issuance of up to 300,000 shares of Common Stock. The Company filed a Registration Statement on Form S-8 with the Commission on October 9, 2002 related to 300,000 shares of Common Stock issuable under the ESPP. The Company filed a Registration Statement on Form S-8 on May 18, 2017 (File No. 333-218091) related to a further 100,000 shares issuable under the ESPP. On May 21, 2020, the Company's stockholders approved an amendment to the ESPP that increased the number of shares of Common Stock authorized for future issuance under the ESPP by 150,000 shares.
- Estimated solely for the purpose of calculating the registration fee and, pursuant to Rules 457(c) and 457(h)(1) under the Securities Act, the price per share and aggregate offering price are based upon the average high and low sales prices of the Company's Common Stock on May 26, 2020, as reported by The NASDAQ Global Select Market.

(5) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$129.80 per \$1,000,000 of the proposed maximum aggregate offering price.

---

---

## EXPLANATORY NOTE

This registration statement is filed by the Company to register additional shares of Common Stock issuable under the 2017 Plan and the ESPP. Such additional shares of Common Stock are being registered in addition to the shares of Common Stock previously registered for issuance on the Company's Registration Statement [Form S-8 \(File No. 333-100458\) concerning the ESPP filed with the Commission on October 9, 2002 \(the "2002 Registration Statement"\)](#), [Form S-8 \(File No. 333-218091\) concerning the 2017 Plan and the ESPP filed with the Commission on May 18, 2017 \(the "2017 Registration Statement"\)](#) and [Form S-8 \(File No. 333-232085\) concerning the 2017 Plan filed with the Commission on June 12, 2019 \(the "2019 Registration Statement"\)](#). In accordance with Section E of the General Instructions to Form S-8, the contents of the 2002 Registration Statement, the 2017 Registration Statement, and the 2019 Registration Statement are incorporated herein by reference, except to the extent supplemented, amended, or superseded by the information set forth herein.

## PART II

### Item 3. Incorporation of Documents by Reference.

The following documents, previously filed by the Company with the Commission, are hereby incorporated in this registration statement by reference as of their date of filing with the Commission:

- [The Company's Annual Report on Form 10-K for the fiscal year ended December 29, 2019, filed with the Commission on February 25, 2020;](#)
- The Company's Current Reports on Form 8-K filed on [February 27, 2020](#), [March 13, 2020](#), [April 1, 2020](#), [April 7, 2020](#), [April 13, 2020](#), [April 14, 2020](#), [May 26, 2020](#), and [May 29, 2020](#), and Form 8-K/A filed on [March 23, 2020](#) and [April 23, 2020](#); and
- The description of the Company's Common Stock contained in its Registration Statement on [Form 8-A, filed with the SEC on July 16, 2002](#) (which incorporates such description of the Common Stock from the Company's Registration Statement on [Form S-1, originally filed April 26, 2002](#) and as subsequently amended, which description is also hereby incorporated by reference) (File No. 000-49916), and any other amendment or report filed for the purpose of updating such description.

All other documents filed by the Company pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") subsequent to the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement indicating that all securities offered under the registration statement have been sold, or deregistering all securities then remaining unsold, are also incorporated herein by reference and shall be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated by, or deemed incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Paul, Weiss, Rifkind, Wharton &amp; Garrison LLP.</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of Paul, Weiss, Rifkind, Wharton &amp; Garrison LLP (included in Exhibit 5.1).</u></a>
<a href="#"><u>23.2</u></a>	<a href="#"><u>Consent of KPMG LLP.</u></a>
<a href="#"><u>24.1</u></a>	<a href="#"><u>Power of Attorney (included on signature page of this registration statement).</u></a>
<a href="#"><u>99.1*</u></a>	<a href="#"><u>Red Robin Gourmet Burgers, Inc. Amended and Restated Employee Stock Purchase Plan (as Further Amended). Incorporated by reference to Appendix A to our Definitive Proxy Statement filed on April 8, 2020.</u></a>
<a href="#"><u>99.2*</u></a>	<a href="#"><u>Red Robin Gourmet Burgers, Inc. 2017 Performance Incentive Plan (as Further Amended). Incorporated by reference to Appendix B to our Definitive Proxy Statement filed on April 8, 2020.</u></a>

\* Incorporated herein by reference as indicated

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 29th day of May, 2020.

Date: May 29, 2020

### RED ROBIN GOURMET BURGERS, INC.

By: /s/ Paul Murphy

Name: Paul Murphy

Title: President and Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Paul Murphy and Lynn S. Schweinfurth and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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 dates indicated.

Signature	Title	Date
<u>/s/ PAUL MURPHY</u> Paul Murphy	President and Chief Executive Officer; Director (Principal Executive Officer and Director)	May 29, 2020
<u>/s/ LYNN S. SCHWEINFURTH</u> Lynn S. Schweinfurth	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	May 29, 2020
<u>/s/ KRISTI BELHUMEUR</u> Kristi Belhumeur	Chief Accounting Officer (Principal Accounting Officer)	May 29, 2020
<u>/s/ DAVID A. PACE</u> David A. Pace	Chairman of the Board	May 29, 2020

---

<u>/s/ ANTHONY S. ACKIL</u> Anthony S. Ackil	Director	May 29, 2020
<u>/s/ THOMAS G. CONFORTI</u> Thomas G. Conforti	Director	May 29, 2020
<u>/s/ CAMBRIA W. DUNAWAY</u> Cambria W. Dunaway	Director	May 29, 2020
<u>/s/ G. J. HART</u> G.J. Hart	Director	May 29, 2020
<u>/s/ KALEN F. HOLMES</u> Kalen F. Holmes	Director	May 29, 2020
<u>/s/ GLENN B. KAUFMAN</u> Glenn B. Kaufman	Director	May 29, 2020
<u>/s/ STEVEN K. LUMPKIN</u> Steven K. Lumpkin	Director	May 29, 2020
<u>/s/ ALLISON PAGE</u> Allison Page	Director	May 29, 2020

---

## PAUL, WEISS, RIFKIND, WHARTON &amp; GARRISON LLP

1285 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10019-6064

TELEPHONE (212) 373-3000

LLOYD K. GARRISON (1946-1991)  
RANDOLPH E. PAUL (1946-1956)  
SIMON H. RIFKIND (1950-1995)  
LOUIS S. WEISS (1927-1950)  
JOHN F. WHARTON (1927-1977)

UNIT 5201, FORTUNE FINANCIAL CENTER  
5 DONGSANHUAN ZHONGLU  
CHAORYANG DISTRICT, BEIJING 100020, CHINA  
TELEPHONE (86-10) 5828-6300

HONG KONG CLUB BUILDING, 12TH FLOOR  
3A CHATER ROAD, CENTRAL  
HONG KONG  
TELEPHONE (852) 2646-0300

ALDER CASTLE  
10 NOBLE STREET  
LONDON EC2V 7JU, UNITED KINGDOM  
TELEPHONE (44 20) 7367 1600

WRITER'S DIRECT DIAL NUMBER

212-373-3000

WRITER'S DIRECT FACSIMILE

212-757-3990

WRITER'S DIRECT E-MAIL ADDRESS

FUKOKU SEIMEI BUILDING  
2-2 UCHISAIWAICHO 2-CHOME  
CHIYODA-KU, TOKYO 100-0011, JAPAN  
TELEPHONE (81-3) 3527-8101

TORONTO-DOMINION CENTRE  
77 KING STREET WEST, SUITE 3100  
PO. BOX 226  
TORONTO, ONTARIO M5K 1J3  
TELEPHONE (416) 504-0520

2001 K STREET, NW  
WASHINGTON, DC 20008-1047  
TELEPHONE (202) 223-7300

500 DELAWARE AVENUE, SUITE 200  
POST OFFICE BOX 32  
WILMINGTON, DE 19899-0032  
TELEPHONE (302) 655-4410

MATTHEW W. ABBOTT  
EDWARD T. ACKERMAN  
JACOB A. ADLERSTEIN  
JUSTIN ANDERSON  
ALLAN J. ARFA  
JONATHAN H. ASHTOR  
DAVID A. ATKINS  
DAVID J. BALL  
SCOTT A. BARSHAY  
PAUL BASTA  
J. STEVEN DAUGHMAN  
LYNN B. BAYARD  
CRAIG A. BENSON  
MITCHELL L. BERG  
MARK S. BERGMAN  
DAVID M. BERNICK  
JOSEPH J. BIAL  
BRUCE BIRENBOIM  
H. CHRISTOPHER BOEHNING  
ANGELO BONVINO  
ROBERT BRITTON  
DAVID W. BROWN  
SUSANNA M. BUERGEL  
DAVID CARMONA  
GEOFFREY R. CHEPIGA  
ELLEN N. CHING  
WILLIAM A. CLAREMAN  
LEWIS R. CLAYTON  
YAHONNEE CLARY  
RACHAEL G. COFFEY  
JAY COHEN  
KELLY A. CORNISH  
CHRISTOPHER J. CUMMINGS  
THOMAS V. DE LA BASTIDE III  
ARIEL J. DECKELBAUM  
ALICE BELISLE EATON  
ANDREW J. EHRLICH  
GREGORY A. EZRING  
ROSS A. FIELDSTON  
ANDREW C. FINCH  
BRAD J. FINKELSTEIN  
BRIAN P. FINNEGAN  
ROBERTO FINZI  
PETER E. FISCH  
HARRIS FISCHMAN  
ANDREW J. FOLEY  
ANDREW J. FORMAN\*  
HARRIS B. FREIDUS  
CHRISTOPHER D. FREY  
MANUEL S. FREY  
ANDREW L. GAINES  
KENNETH A. GALLO  
MICHAEL E. GERTZMAN  
ADAM H. GIVERTZ  
SALVATORE GUGLIORMELLA  
NEIL GOLDMAN  
MATTHEW B. GOLDSTEIN  
ROBERTO J. GONZALEZ\*  
CATHERINE L. GOODALL  
ERIC GOODISON  
CHARLES H. GOOGE, JR.  
ANDREW G. GORDON  
BRIAN S. GRIEVE  
UDI GROFMAN  
NICHOLAS GROOMBRIDGE  
BRUCE A. GUTENPLAN  
ALAN S. HALPERIN  
CLAUDIA HANFEMAN  
BRIAN S. HERMANN  
MICHELE HIRSHMAN  
ROBERT E. HOLO  
DAVID S. HUNTINGTON  
AMRAN HUSSEIN  
LORETTA A. IPPOLITO  
JAREN JANGHORBANI  
BRIAN M. JANSON  
JEH C. JOHNSON  
MEREDITH J. KANE  
JONATHAN S. KANTER  
BRAD S. KARP  
PATRICK N. KARBNITZ  
JOHN C. KENNEDY

BRIAN KIM  
KYLE J. KIMPLER  
ALEXIA D. KORBERG  
ALAN W. KORBERG  
DANIEL J. KRAMEL  
GAIH RUSHEMER  
DAVID K. LAKEHIR  
JOHN E. LANGE  
GREGORY F. LAUFER  
BRIAN C. LAVIN  
XIAOYU GREG LIU  
LORETTA E. LYNCH  
JEFFREY D. MARELL  
MARCO V. MASOTTI  
DAVID W. MAYO  
ELIZABETH R. MCCOLM  
JEAN M. MCLOUGHLIN  
ALVARO MEMBRILLERA  
MARTIN F. MENDELSON  
CLAUDINE MEREDITH-GOUJON  
WILLIAM B. MICHAEL  
JUDIE NG SHORTELL\*  
CATHERINE NYARADY  
JANE S. O'BRIEN  
ALEX YOUNG K. OH  
BRAD R. OKUN  
NELLEY D. PARKER  
LINDSAY B. PARKS  
VALERIE E. RADWANER  
JEFFREY J. RECHER  
CARL L. REISNER  
LORRI L. REISNER  
JEANNIE S. RHEE  
WALTER G. RICCIARDI  
WALTER RIEMAN  
RICHARD A. ROSEN  
ANDREW N. ROSENBERG  
JUSTIN ROSENBERG  
JACQUELINE F. RUBIN  
CHARLES F. "RICK" RULE\*  
RAPHAEL M. RUSCO  
ELIZABETH M. SACKSTEDER  
JEFFREY D. SAFERSTEIN  
JEFFREY B. SAMUELS  
KENNETH M. SCHNEIDER  
ROBERT B. SCHUMER  
JOHN M. SCOTT  
BRIAN SCRIVANI  
KYLE T. SEIFRIED  
KANNON K. SHANMUGAM\*  
DAVID R. SICULAR  
AUDRA J. SOLOWAY  
SCOTT M. SONTAG  
SARAH STASNY  
TARUN N. STEWART  
ERIC ALAN STONE  
AIDAN SYNNOTT  
BRETTE TANNENBAUM  
RICHARD C. TARLOWE  
MONICA K. THURMOND  
DANIEL J. TOAL  
LAURA C. TURANO  
CONRAD VAN LOOGERENBERG  
LIZA M. VELAZQUEZ  
MICHAEL VOGEL  
RAMY J. WAHBEH  
LAWRENCE G. WEE  
THEODORE V. WELLS, JR.  
LINDSEY L. WIERSMA  
STEVEN J. WILLIAMS  
LAWRENCE I. WITDORCHIC  
AUSTIN WITT  
MARK B. WLAZLO  
JULIA TARVER MASON WOOD  
JENNIFER H. WU  
BETTY YAP\*  
JORDAN E. YARETT  
KAYE N. YOSHINO  
TONG YU  
TRACEY A. ZACCONE  
TAURIE M. ZEITZER  
T. ROBERT ZOCHOWSKI, JR.

\*NOT ADMITTED TO THE NEW YORK BAR

May 29, 2020

Red Robin Gourmet Burgers, Inc.  
6312 S. Fiddler's Green Circle  
Suite 200 N  
Greenwood Village, CO 80111

Registration Statement on Form S-8

Red Robin Gourmet Burgers, Inc. Amended and Restated Employee Stock Purchase Plan  
Red Robin Gourmet Burgers, Inc. 2017 Performance Incentive Plan

Ladies and Gentlemen:

We have acted as special counsel to Red Robin Gourmet Burgers, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") of the Company, filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Act"), and the rules and regulations thereunder (the "Rules"). You have asked us to furnish our opinion as to the legality of the securities being registered under the Registration Statement. The Registration Statement relates to the registration under the Act of (i) 150,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share (the "Common Stock"), issuable pursuant to an amendment to the Amended and Restated Employee Stock Purchase Plan (the "ESPP Amendment"), and (ii) 275,000 Shares of Common Stock, issuable pursuant to an amendment to the 2017 Performance Incentive Plan (the "2017 Plan Amendment").

Red Robin Gourmet Burgers, Inc.

2

In connection with the furnishing of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

1. the Registration Statement;
2. the ESPP Amendment; and
3. the 2017 Plan Amendment.

In addition, we have examined (i) such corporate records of the Company that we have considered appropriate, including a copy of the certificate of incorporation, as amended, and by-laws, as amended, of the Company, certified by the Company as in effect on the date of this letter and copies of resolutions of the board of directors of the Company relating to the issuance of the Shares, certified by the Company and (ii) such other certificates, agreements and documents as we deemed relevant and necessary as a basis for the opinion expressed below. We have also relied upon the factual matters contained in the representations and warranties of the Company made in the Documents and upon certificates of public officials and the officers of the Company.

In our examination of the documents referred to above, we have assumed without independent investigation, the genuineness of all signatures, the legal capacity of all individuals who have executed any of the documents reviewed by us, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as certified, photostatic, reproduced or conformed copies of valid existing agreements or other documents, the authenticity of all the latter documents and that the statements regarding matters of fact in the certificates, records, agreements, instruments and documents that we have examined are accurate and complete.

---



Red Robin Gourmet Burgers, Inc.

3

Based upon the above, and subject to the stated assumptions, exceptions and qualifications, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued and delivered in accordance with the terms of the ESPP Amendment or the 2017 Plan Amendment, as applicable, the Shares will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the General Corporation Law of the State of Delaware. Our opinion is rendered only with respect to the laws, and the rules, regulations and orders under those laws, that are currently in effect. We hereby consent to use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required by the Act or the Rules.

Very truly yours,

/s/ Paul, Weiss, Rifkind, Wharton & Garrison LLP

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

---

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Red Robin Gourmet Burgers, Inc.:

We consent to the use of our reports dated February 25, 2020, with respect to the consolidated balance sheets of Red Robin Gourmet Burgers, Inc. (the Company) as of December 29, 2019 and December 30, 2018, the related consolidated statements of operations and comprehensive (loss) income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 29, 2019, and the related notes, and the effectiveness of internal control over financial reporting as of December 29, 2019.

Our report refers to a change in method of accounting for leases in 2019.

/s/ KPMG LLP

Denver, Colorado  
May 29, 2020

---