

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Red Robin Gourmet  
Burgers, Inc.  
\_\_\_\_\_  
(Name of Issuer)

Common Stock, par value  
\$0.001 per share  
\_\_\_\_\_  
(Title of Class of Securities)

75689M101  
\_\_\_\_\_  
(CUSIP Number)

Vintage Capital Management, LLC  
4705 S. Apopka Vineland Road, Suite 206  
Orlando, FL 32819  
(407) 909-8015

With a copy to:

Russell L. Leaf  
Jared N. Fertman  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019  
\_\_\_\_\_  
(212) 728-8000

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

June 13, 2019  
\_\_\_\_\_  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

(1)	NAMES OF REPORTING PERSONS Vintage Capital Management, LLC
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a) <input type="checkbox"/> (b) <input type="checkbox"/>
(3)	SEC USE ONLY
(4)	SOURCE OF FUNDS (see instructions) OO
(5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 1,500,000 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 1,500,000 shares
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,500,000 shares
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.6%
(14)	TYPE OF REPORTING PERSON (see instructions) OO

(1)	NAMES OF REPORTING PERSONS Kahn Capital Management, LLC
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a) <input type="checkbox"/> (b) <input type="checkbox"/>
(3)	SEC USE ONLY
(4)	SOURCE OF FUNDS (see instructions) OO
(5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 1,500,000 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 1,500,000 shares
	(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,500,000 shares
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.6%
(14)	TYPE OF REPORTING PERSON (see instructions) OO

(1)	NAMES OF REPORTING PERSONS Brian R. Kahn
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)  (a) <input type="checkbox"/> (b) <input type="checkbox"/>
(3)	SEC USE ONLY
(4)	SOURCE OF FUNDS (see instructions) OO
(5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE VOTING POWER 0 shares
	(8) SHARED VOTING POWER 1,500,000 shares
	(9) SOLE DISPOSITIVE POWER 0 shares
	(10) SHARED DISPOSITIVE POWER 1,500,000 shares
(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,500,000 shares
(12)	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>
(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.6%
(14)	TYPE OF REPORTING PERSON (see instructions) IN

### **Explanatory Note**

This Amendment No. 2 (this “Amendment”) amends and supplements the Schedule 13D filed on May 9, 2019, as amended, by the Reporting Persons relating to the Common Stock of the Issuer (as so amended, the “Initial Statement”). Information reported in the Initial Statement remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Initial Statement. All references in the Initial Statement and this Amendment to the “Statement” will be deemed to refer to the Initial Statement as amended and supplemented by this Amendment.

#### **Item 4. Purpose of Transaction.**

Item 4 of this Schedule 13D is hereby amended and supplemented to include the following:

On June 13, 2019, Vintage Capital sent a letter (the “June 13 Letter”) to the Board of Directors of the Issuer (the “Board”), stating, among other things, that Vintage Capital believes that the Board should immediately commence a comprehensive review of strategic alternatives, including an auction of the Issuer, and that Vintage is prepared to call a special meeting of shareholders to remove some or all of the current members of the Board if the Board does not promptly commit publicly to commencing a fulsome and transparent review of strategic alternatives.

The foregoing summary of the June 13 Letter is qualified in its entirety by the full text of the June 13 Letter, which is filed as Exhibit 1 to this Schedule 13D, and is incorporated herein by reference.

#### **Item 7. Material to be Filed as Exhibits.**

Item 7 of this Schedule 13D is hereby amended and supplemented to add the following exhibit:

Exhibit 1. Letter to the Board of Directors of Red Robin Gourmet Burgers, Inc., dated June 13, 2019.

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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 13, 2019

**VINTAGE CAPITAL MANAGEMENT, LLC**

By: /s/ Brian R. Kahn  
Name: Brian R. Kahn  
Title: Manager

**KAHN CAPITAL MANAGEMENT, LLC**

By: /s/ Brian R. Kahn  
Name: Brian R. Kahn  
Title: Manager

/s/ Brian R. Kahn  
Brian R. Kahn

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**Vintage Capital Management, LLC**  
4705 S. Apopka Vineland Road, Suite 206  
Orlando, FL 32819

June 13, 2019

**Via E-mail and Federal Express**

Red Robin Gourmet Burgers, Inc.  
6312 S. Fiddler's Green Circle, Suite 200N  
Greenwood Village, Colorado 80111  
Attention: Board of Directors (the "Board")

Ladies and Gentlemen:

Vintage Capital Management, LLC ("Vintage", "we" or "us") is the beneficial owner of 1,500,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), of Red Robin Gourmet Burgers, Inc. ("Red Robin" or the "Company"), representing more than 11.5% of the Company's outstanding shares and making us the third largest shareholder of the Company.

We have sought to communicate with management and the Board in an effort to understand, and ultimately improve, the strategic direction of the Company. However, after the recent adoption of a poison pill and the retention of a slew of highly paid takeover defense advisors, we have serious concerns that management and the Board would prefer to maintain the status quo and entrench themselves in their current positions rather than act in the best interest of shareholders.

Our sincere hope, as explained to members of the Board on a number of occasions, was to work collaboratively to recruit an "A+" operator to accept the CEO role and lead Red Robin back to greatness. It is clear that many such quality candidates are refusing to entertain the opportunity due to a lack of confidence in the Board's leadership and Red Robin's disastrous operating and market performance. Settling for anything less than an outstanding operator is not acceptable, and with an increasing risk of that being the result of the search process and the continued deterioration of the business under the present Board and management, we feel strongly that the Company should immediately commence a comprehensive review of strategic alternatives, including an auction of the Company, which would run in parallel with the ongoing CEO search process. Subject to confirmatory due diligence, we would be prepared to bid \$40.00 per share in the auction process to acquire 100% of the Company in an all-cash transaction.

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While we do have faith in the intrinsic value of the Red Robin brand, we have very little confidence that the current Board will be able to attract a suitable new leader for the Company or initiate or seriously pursue a meaningful sales process. If the Board wants to show shareholders that it truly recognizes the serious issues facing the Company and is interested in maximizing value for shareholders, we request that the Board commit publicly to the launching of a broad review of strategic alternatives (including a sale of the Company) to run in parallel with the CEO search process. Failing a prompt public commitment by the Board that it has commenced a fulsome and transparent review of strategic alternatives, including a sale of the Company, Vintage intends to call a special meeting of shareholders (as we are permitted to do under the Company's bylaws) in order to remove some or all of the current members of the Board and replace them with directors who will actually act in the best interest of shareholders by undertaking a comprehensive review of strategic alternatives. A refreshed Board is also far more likely relative to the incumbents to attract and entice an "A+" CEO candidate. While a proxy fight is not desirable for Vintage or for the Company's other shareholders and could inhibit our ability to participate in any auction process, we feel that the Board has left us no other option and we will take all available actions to ensure that the Board acts in the best interests of the shareholders.

We also advise the Board not to take any further steps to interfere with shareholder rights, and expressly reserve all rights and remedies in respect of actions that have been or may hereafter be taken by the Board.

We look forward to your prompt response.

Very truly yours,



Brian Kahn  
Manager  
Vintage Capital Management, LLC