

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): October 7, 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 Chair

Red Robin Gourmet Burgers, Inc. (the “Company”) today announced that on October 7, 2019, the Board of Directors (the “Board”) appointed David A. Pace as Chair of the Board, effective November 1, 2019. Mr. Pace succeeds Pattye L. Moore who served as Board Chair since 2010 and, as previously announced, plans to retire from the Board following an appropriate transition period. Ms. Moore also served as Interim President and Chief Executive Officer from April 2019 until October 3, 2019, when Paul J.B. Murphy III began serving as President and Chief Executive Officer.

New Director Committee Assignments

New directors, Tom Conforti, G.J. Hart, and David Pace, who were elected to the Board in August 2019 have now been appointed to serve on the following Board committees:

Tom Conforti Audit Committee, Finance Committee

G.J. Hart Compensation Committee, Finance Committee

David Pace Compensation Committee

This disclosure amends the Current Report on Form 8-K filed on August 6, 2019 (the “Original Filing”) by the Company which reported, among other items, the appointment of Messrs. Conforti, Hart, and Pace to the Board. At the time of the Original Filing, the Board had not made any determination regarding committee assignments for the new directors. The Company hereby amends the Original Filing to include information on the committee assignments in this Item 5.02.

Retirement of Three Board Members; Reduction in Board Size

The Company previously announced the retirements of Directors Aylwin Lewis and Pattye L. Moore following an appropriate transition period. Mr. Lewis will retire effective as of November 1, 2019 and Ms. Moore will retire effective as of the end of 2019. As previously announced, Director Stuart Oran has decided not to stand for re-election at the 2020 Annual Meeting of Stockholders.

Effective upon the departures of Mr. Lewis, Ms. Moore, and Mr. Oran, the Board’s size will decrease to eight directors, seven of whom are independent.

The Company issued a press release on October 7, 2019 announcing the new Board Chair. 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 October 7, 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: October 7, 2019

RED ROBIN GOURMET BURGERS, INC.

By:

/s/ Michael L. Kaplan

Name: Michael L. Kaplan

Title: Senior Vice President & Chief Legal Officer

Red Robin Names David A. Pace as Board Chairman

*Pattye Moore to Retire as Board Chair November 1, 2019;
Company Announces Additional Board Changes*

Greenwood Village, CO - October 7, 2019 - Red Robin Gourmet Burgers, Inc. (NASDAQ: RRGB) ("Red Robin" or the "Company") today announced that its Board of Directors has named David A. Pace as Board Chairman, effective November 1, 2019.

Mr. Pace was appointed to Red Robin's Board on August 6, 2019 as part of a refreshment that resulted in the addition of three new, independent directors. Mr. Pace most recently served as Chief Executive Officer of Jamba Juice, Inc., where he led a significant brand repositioning and drove substantially improved profit performance culminating in a strategic sale of the company. He has more than 30 years of leadership and turnaround experience in the food, beverage and retail industries, among others.

"Dave's extensive track record of improving performance and leading successful transformations makes him ideally suited for the role of Red Robin's Chairman," said retiring Board Chair Pattye Moore. "The Board and management team have made significant progress stabilizing the business and laying the foundation for long-term success. We look forward to leveraging Dave's insights, leadership and guidance to restore long-term growth and improve profitability."

Paul J.B. Murphy III, Red Robin's President, Chief Executive Officer and a member of the Board, said, "The Board and management team are pleased to welcome Dave as our next Chairman. We are excited to be working with him as we continue building on Red Robin's momentum and driving business improvement to enhance value for all Red Robin stakeholders, including our shareholders, Guests, franchisees and Team Members."

"I appreciate the opportunity to serve as Chairman of Red Robin, an iconic brand with a rich history and deeply loyal customer base," said Mr. Pace. "Since joining the Board in August, I have seen the focus and commitment of the entire Red Robin team as they continue to execute on the five pillars of the Company's strategic plan. I intend to work with our newly restructured Board, along with Paul and his management team, to enhance Red Robin's operational and financial performance and create significant shareholder value."

The Company noted that as part of its previously-announced Board refreshment, Ms. Moore will retire from the Board at the end of 2019. Aylwin Lewis will retire from the Board effective November 1, 2019, and Stuart Oran will not stand for re-election at the Company's 2020 Annual Meeting of Stockholders. Following these changes, and including the August 2019 appointments of Mr. Pace, Tom G. Conforti and G.J. Hart, as well as the September 2019 appointment of Mr. Murphy when he was named President and CEO, the Company's Board will consist of eight directors, seven of whom are independent.

About David A. Pace

David A. Pace was appointed to the Red Robin Board in August 2019. He brings more than 35 years of leadership experience in a range of industries including food and beverage retail, consumer products, entertainment and ecommerce. 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 sale. Prior to that, he served as President of Carrabba's Italian Grill, from 2014 to 2016, where he oversaw broad operational changes, significant margin improvement and accelerated profit growth. From 2010 to 2014, Mr. Pace served as the Executive Vice President and Chief Resource Officer at Bloomin' Brands, the \$4.1 billion parent company of Outback Steakhouse, where he was responsible for real estate development and human capital deployment across approximately 1,500 restaurants, 100,000 team members and five brands.

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... YUMMMM®! 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.

Contacts

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