

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): March 23, 2021

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. Fiddlers Green Circle, Suite 200N
Greenwood Village, Colorado 80111
(Address of principal executive offices) (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 Director

On March 24, 2021, Red Robin Gourmet Burgers, Inc. (the “Company”) increased the size of the Board to eleven members and appointed Anddria Varnado to fill the resulting vacancy. Ms. Varnado was elected effective immediately and will serve as a director until the 2021 Annual Meeting of Stockholders or until her respective successor has been duly elected and qualified, or until the earlier of her respective death, resignation, or removal. Committee assignments for Ms. Varnado will be made at a later date.

Anddria Varnado currently serves as the GM and Head of the Consumer Business for Kohler Company, a global leader in home products, hospitality destinations, and systems. She has served in this role since January 2021. Prior to her role at Kohler, Ms. Varnado served as the Vice President and Head of Strategy and Business Development for Macy's from 2019 to December 2020. From 2016 to 2019, Ms. Varnado served as Vice President and Head of Strategy and Business Development at Williams-Sonoma. Ms. Varnado began her career as a corporate banking analyst with Citigroup.

Ms. Varnado, 36, 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 2020 Annual Meeting of Stockholders filed with the SEC on April 8, 2020; provided that, instead of receiving her pro-rated RSU grant for the remainder of this term immediately, the Company will instead add that amount to her regular cycle grant in May. As of the date of this appointment, there are no transactions between the Company and Ms. Varnado that would be reportable under Item 404(a) of Regulation S-K. Ms. Varnado was not selected pursuant to any arrangement or understanding between herself and any other person.

In addition, on March 23, 2021, Director Glenn Kaufman notified the Company that he will step down from the Board and conclude his service effective as of December 31, 2021, after providing continuity through a transitional period. Thereafter, the Company expects that the Board size will be reduced to ten members.

Item 8.01 Other Events.

The Company issued a press release announcing that it has appointed Anddria Varnado as a new independent director, effective immediately. 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. The following exhibits are filed with this report.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Red Robin Gourmet Burgers, Inc. Press Release dated March 25, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: March 25, 2021

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Lynn S. Schweinfurth
Name: Lynn S. Schweinfurth
Title: Executive Vice President and Chief
Financial Officer

Red Robin Gourmet Burgers, Inc. Appoints Anddria Varnado to its Board of Directors

Greenwood Village, CO – March 25, 2021 – Red Robin Gourmet Burgers, Inc. (NASDAQ: RRGB) ("Red Robin" or the "Company"), a full-service restaurant chain serving an innovative selection of high-quality gourmet burgers in a family-friendly atmosphere, today announced it has appointed Anddria Varnado as an independent Director to its Board, effective immediately.

Ms. Varnado currently serves as the GM and Head of the Consumer Business for Kohler Company, a global leader in home products, hospitality destinations, and systems. In this role, Ms. Varnado is directly responsible for consumer channels including Kohler Signature Stores as well as e-commerce sales on kohler.com. She leads a team of 250+ spanning store operations, e-commerce, digital experience, DTC marketing, customer care, and dealer-direct business. Ms. Varnado previously served as Vice President and Head of Strategy & Business Development for both Macy's Inc. and Williams-Sonoma, Inc., and began her career as a corporate banking analyst with Citigroup. Ms. Varnado also currently serves as Director of publicly-traded Umpqua Bank (NASDAQ: UMPQ) and is a member of the Finance & Capital Committee and Compensation Committee.

"Anddria is an extraordinary leader with a history of driving long term growth through strategic innovation at several global retail brands. Her insights on enhancing digital guest engagement and brand affinity will be integral as Red Robin works to create sustainable growth," said David A. Pace, Red Robin's Board Chair. "Anddria's appointment to our Board continues the refresh begun in August of 2019 and represents the 6th new independent Director added to our Board in addition to CEO, Paul Murphy. Our Board and management team continue to lead a transformation strategy that will position Red Robin for long term success."

Ms. Varnado holds a Masters of Business Administration degree from Harvard Business School and a Bachelor of Arts degree from Clark Atlanta University. She volunteers with numerous nonprofit and charitable organizations, including Junior League, Management Leadership for Tomorrow, and HBS Community Partners. In 2018, the San Francisco Business Times named her one of the "Most Influential Women in Bay Area Business." Ms. Varnado has been featured in Forbes, Architectural Digest, and other industry and consumer publications.

The Company also announced that long-serving Director Glenn Kaufman will step down from the Board at the end of 2021 after providing continuity through a transitional period. "It has been incredibly rewarding to serve on this Board for over 10 years, especially engaging in solving a number of capital market challenges, enhancing the talent at the senior executive and Board levels of the Company, and contributing to the strategic differentiation of the Company." Kaufman said. "The difference in Red Robin from when I first joined the Board to today is tremendous. I look forward to helping ensure a smooth transition during my remaining time at Red Robin, while personally identifying and taking on additional challenges."

Red Robin will increase its Board size from 10 to 11 to accommodate the addition of Ms. Varnado and anticipates reducing it again to 10 following Mr. Kaufman's retirement at year end.

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

Red Robin Gourmet Burgers, Inc. (www.redrobin.com), is 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. We believe nothing brings people together like burgers and fun around our table, and no one makes moments of connection over craveable food more memorable than Red Robin. We serve a variety of burgers and mainstream favorites to Guests of all ages in a casual, playful atmosphere. In addition to our many burger offerings, Red Robin serves a wide array of salads, appetizers, entrees, desserts, signature beverages and Donatos® pizza at select locations. It's now easy to enjoy Red Robin anywhere with online ordering available for to-go, delivery and catering. There are more than 540 Red Robin restaurants across the United States and Canada, including those operating under franchise agreements. Red Robin... YUMMM@!

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