

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)*

**6312 S. Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado 80111**

(Address of principal executive offices)

84-1573084

*(I.R.S. Employer
Identification No.)*

**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
(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 ⁽³⁾	Proposed Maximum Aggregate Offering Price ⁽³⁾	Amount of Registration Fee ⁽⁴⁾
Common Stock, par value \$0.001 per share (1)	350,000 ⁽²⁾	\$30.98	\$10,843,000.00	\$1,182.97

⁽¹⁾ 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.

⁽²⁾ Includes 350,000 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. The Company filed a Registration Statement on Form S-8 on May 29, 2020 (File No. 333-238808) related to a further 275,000 shares issuable under the 2017 Plan. On May 20, 2021, 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 350,000 shares.

⁽³⁾ 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 June 21, 2021, as reported by The NASDAQ Global Select Market.

⁽⁴⁾ Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$109.10 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. 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 [Form S-8 \(File No. 333-218091\) concerning the 2017 Plan filed with the Commission on May 18, 2017 \(the "2017 Registration Statement"\)](#), [Form S-8 \(File No. 333-232085\) concerning the 2017 Plan filed with the Commission on June 12, 2019 \(the "2019 Registration Statement"\)](#) and [Form S-8 \(File No. 333-238808\) concerning the 2017 Plan filed with the Commission on May 29, 2020 \(the "2020 Registration Statement"\)](#). In accordance with Section E of the General Instructions to Form S-8, the contents of the 2017 Registration Statement, the 2019 Registration Statement and the 2020 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 27, 2020, filed with the Commission on March 3, 2021](#);
- [The Company's Quarterly Report on Form 10-Q for the quarter ended April 18, 2021, filed with the Commission on May 25, 2021](#);
- The Company's Current Reports on Form 8-K filed on [January 11, 2021](#), [March 3, 2021](#) (with respect to Items 1.01, 2.03 and 9.01), [March 9, 2021](#), [March 25, 2021](#), and [May 21, 2021](#); 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.

Exhibit No.	Description
5.1	Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP.
23.1	Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1).
23.2	Consent of KPMG LLP.
24.1	Power of Attorney (included on signature page of this registration statement).
99.1 *	Red Robin Gourmet Burgers, Inc. 2017 Performance Incentive Plan (as Further Amended). Incorporated by reference to Appendix A to our Definitive Proxy Statement filed on April 5, 2021.

* 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 24th day of June, 2021.

Date: June 24, 2021

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Paul J.B. Murphy III
Name: Paul J.B. Murphy III
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 J.B. Murphy III 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 J.B. MURPHY III</u> Paul J.B. Murphy III	President and Chief Executive Officer; Director (Principal Executive Officer and Director)	June 24, 2021
<u>/s/ LYNN S. SCHWEINFURTH</u> Lynn S. Schweinfurth	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	June 24, 2021
<u>/s/ KRISTI BELHUMEUR</u> Kristi Belhumeur	Chief Accounting Officer (Principal Accounting Officer)	June 24, 2021
<u>/s/ DAVID A. PACE</u> David A. Pace	Chairperson of the Board	June 24, 2021
<u>/s ANTHONY S. ACKIL</u> Anthony S. Ackil	Director	June 24, 2021
<u>/s/ THOMAS G. CONFORTI</u> Thomas G. Conforti	Director	June 24, 2021
<u>/s/ CAMBRIA W. DUNAWAY</u> Cambria W. Dunaway	Director	June 24, 2021
<u>/s/ G. J. HART</u> G.J. Hart	Director	June 24, 2021
<u>/s/ KALEN F. HOLMES</u> Kalen F. Holmes	Director	June 24, 2021

/s/ GLENN B. KAUFMAN
Glenn B. Kaufman
/s/ STEVEN K. LUMPKIN
Steven K. Lumpkin
/s/ ALLISON PAGE
Allison Page
/s/ ANDDRIA VARNADO
Anddria Varnado

Director
Director
Director
Director

June 24, 2021
June 24, 2021
June 24, 2021
June 24, 2021

PAUL, WEISS, RIFKIND, WHARTON & 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
CHAOWANG DISTRICT, BEIJING 100020, CHINA
TELEPHONE (86-10) 5828-6300

SUITES 3601 - 3606 & 3610
36/F, GLOUCESTER TOWER
THE LANDMARK
15 QUEEN'S ROAD, CENTRAL
HONG KONG
TELEPHONE (852) 2846-0300

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) 3597-8101

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 20006-1047
TELEPHONE (202) 223-7900

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. ARFFA
JONATHAN H. ASHTOR
ROBERT A. ATKINS
SCOTT A. BARSHAY
PAUL M. BASTA
J. STEVEN BAUGHMAN
LYNN B. BAYARD
CRAIG A. BERSON
MARK S. BERGMAN
DAVID M. BERNICK
JOSEPH J. BIAL
BRUCE BIRNBOIM
H. CHRISTOPHER BOEHNING
BRIAN BOLIN
ANGELO BONVINO
ROBERT A. BRITTON
DAVID W. BROWN
WALTER BROWN*
SUSANNA M. BUERGERL
JESSICA S. CAREY
DAVID CARHONA
GEOFFREY R. CHEPIGA
ELLEN N. CHING
WILLIAM A. CLAREMAN
LEWIS R. CLAYTON
YAHONNES CLEARY
RACHAEL S. COFFEY
JAY COHEN
KELLEY A. CORNISH
CHRISTOPHER J. CUMMINGS
THOMAS V. DE LA BASTIDE III
MEREDITH DEARBORN**
ARIEL J. DECKELBAUM
KAREN L. DUNN
ALICE BELISLE EATON
ANDREW J. EHRICH
GREGORY A. EZRING
ROSS A. FALDUTSON
ANDREW C. FINCH
BRAD J. FINKELSTEIN
BRIAN F. FINNEGAN
ROBERT FINZI
PETER E. FISCH
HARRIS FISCHMAN
ANDREW J. FOLEY
VICTORIA S. FORRESTER
HARRIS B. FREDIUS
CHRISTOPHER D. FREY
MANUEL S. FREY
ANDREW L. GAINES
KAREN E. GALLO
MICHAEL E. GERTZMAN
ADAM M. GIVERT
SALVATORE GUGLIORMELLA
MATTHEW B. GOLDSTEIN
ROBERTO J. GONZALEZ
CATHERINE L. GOODALL
CHARLES H. GOODE, JR.
ANDREW G. GORDON
BRIAN S. GRIEVE
UDI GROFMAN
NICHOLAS GROOMBRIDGE
BRUCE A. GUTENPLAN
MELINDA HAAS*
ALAN S. HALPERIN
CLAUDIA HAMMERMAN
BRIAN S. HERMANN
MICHELLE HIRSHMAN
JARETT R. HOFFMAN
ROBERT E. HOLO
DAVID S. HUNTINGTON
AMRAN HUSSEIN
LORETTA A. IFFOLITO
WILLIAM A. ISAACSON*
JAREN JANGHORBANI
BRIAN M. JANSON
JEN C. JOHNSON
BRAD S. KARP
PATRICK N. KARSNITZ
JOHN C. KENNEDY
BRIAN KIM
KYLE J. KIMPLER
ALEXIA D. KORBERG

ALAN W. KORNBURG
DANIEL J. KRAMER
BRIAN KRAUSE
CATHY KUSHNER
DAVID R. LAKHDHIR
GREGORY F. LAUFER
BRIAN C. LAVIN
JACQUELYNNE GREG LIU
RANDY LUSKEY**
LORETTA E. LYNCH
JEFFREY D. MARELL
MARCO V. MASSOTTI
DAVID W. MAYO
ELIZABETH R. MCCOOLM
JEAN M. MCLOUGHLIN
ALVARO MERRILLERA
MARK F. MENDELSON
CLAUDINE MEREDITH-GOUJON
WILLIAM B. MICHAEL
JUDITH NG SHORTELL*
CATHERINE NYARADY
JANE B. O'BRIEN
BRAD R. OKUN
LINDSAY B. PARKS
ANDREW M. PARLEN
DANIELLE C. PENHALL
CHARLES J. PEBART
JESSICA E. PHILLIPS*
AUSTIN POLLETT**
VALERIE E. RADWANER
JEFFREY J. RECHER
CARL L. REISNER
LORIN L. REISNER
JEANNIE S. RHEE*
WALTER G. RICCIARDI
RICHARD A. ROSEN
ANDREW N. ROSENBERG
JUSTIN ROSENBERG
JACQUELINE F. RUBIN
CHARLES F. "RICK" RULE*
RAPHAEL M. RUSSO
ELIZABETH M. SACKSTEINER
JEFFREY D. SAFERSTEIN
JEFFREY B. SANUELS
KENNETH M. SCHNEIDER
ROBERT B. SCHUMER
JOHN M. SCOTT
BRIAN SCRIVANI
KYLE T. SEIFRIED
KANNON K. SHANMUGAM*
CULLEN L. SINCLAIR
AUDRA J. SOLOWAY
SCOTT M. SONTAG
SARAH STASNY
ADAM M. STEWART
ERIC ALAN STONE
ADAM SYNNOTT
BRETTE TANNENBAUM
RICHARD C. TARLOWE
DAVID TARR
MONICA R. THURMOND
DANIEL J. TOAL
LAURA C. TURANO
CONRAD VAN LOGGERENBERG
KRISHNA VEERARAGHAVAN
JEREMY M. VEIT
LITZA H. VELAZQUEZ
MICHAEL VOGEL
RANI J. WAHBER
JOHN WEBER
LAWRENCE S. WEE
THEODORE V. WELLS, JR.
LINDSEY L. WIEREMA
STEVEN J. WILLIAMS
LAWRENCE I. WITDORCHIC
AUSTIN WITT
MARK B. WLAZLO
ADAM WOLLSTEIN
JULIA TARVER MASON WOOD
JENNIFER H. WOOD
BETTY YAP*
JORDAN E. YARETT
KAYE N. YOSHINO
TONG YU
TRACEY A. ZACCONE
TAURIE M. ZELTZER
T. ROBERT ZOCHOWSKI, JR.

*NOT ADMITTED TO THE NEW YORK BAR
**ADMITTED ONLY TO THE CALIFORNIA BAR

June 24, 2021

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. 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 350,000 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share, issuable pursuant to an amendment to the 2017 Performance Incentive Plan (the “2017 Plan Amendment”).

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; and
2. 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.

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 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

KPMG LLP
Suite 800
1225 17th Street
Denver, CO 80202-5598

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 March 3, 2021, with respect to the consolidated financial statements of Red Robin Gourmet Burgers, Inc. and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Denver, Colorado
June 23, 2021