

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): July 15, 2014

**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. 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))

**ITEM 7.01 Regulation FD  
Disclosure**

On July 15, 2014, Red Robin Gourmet Burgers, Inc. issued a press release announcing the completion of its previously announced acquisition of 32 franchised Red Robin® restaurants from Mach Robin, LLC and its affiliates in the United States and Canada. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this report, including the information set forth in Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

**ITEM 9.01 Financial Statements and  
Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Red Robin Gourmet Burgers, Inc. Press Release dated July 15, 2014.

**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.

**RED ROBIN GOURMET BURGERS, INC.**

Date: July 15, 2014

By: /s/ Michael L. Kaplan  
Name: Michael L. Kaplan  
Title: Senior Vice President and Chief Legal Officer

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Red Robin Gourmet Burgers, Inc. Press Release dated July 15, 2014.

## **Red Robin Completes Acquisition of 32 Franchised Restaurants in the United States and Canada**

GREENWOOD VILLAGE, Colo., July 15, 2014 – Red Robin Gourmet Burgers, Inc. (NASDAQ: RRGB), a casual dining restaurant chain focused on serving an innovative selection of high-quality gourmet burgers in a family-friendly atmosphere, today announced it has completed the acquisition of 32 Red Robin® franchised restaurants in the United States and Canada, for approximately \$40 million from Mach Robin, LLC and Mach Robin, LLC's Canadian affiliate. Mach Robin, LLC is a subsidiary of 5B Investments, Inc.

“This acquisition is a significant step in support of our expansion strategy. We are pleased to have completed this acquisition and to welcome over 2,000 team members to engage our guests in these new corporate locations,” said Steve Carley, Red Robin Gourmet Burgers, Inc. chief executive officer. “Our plan is to employ the same strategic approach to enhance the acquired operations that we utilized so successfully across our corporate-owned restaurants. Most importantly, we intend to respect Mach Robin’s long-standing guests and make decisions that will further cement their relationship and affinity for our brand.”

The 14 U.S. restaurants are located in Illinois, Idaho, Nevada, New Mexico, and Utah. The 18 Canadian restaurants are located in the provinces of British Columbia and Alberta. The Company plans to maintain the Canadian office in Vancouver, British Columbia.

The acquisition price was paid in cash using borrowings under the Company’s credit facility. The Company will provide additional information with regards to the transaction when it reports results of the fiscal second quarter ended July 13, 2014.

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

Red Robin Gourmet Burgers, Inc. ([www.redrobin.com](http://www.redrobin.com)), a casual dining restaurant chain founded in 1969 that operates through its wholly-owned subsidiary, Red Robin International, Inc., 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. In addition to its many burger offerings, Red Robin serves a wide variety of salads, soups, appetizers, entrees, desserts, and signature Mad Mixology® 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, recently earning the restaurant the 2014 VIBE Vista Award for Best Beer Program in a Multi-Unit Chain Restaurant. There are nearly 500 Red Robin® restaurants across the United States and Canada, including Red Robin’s Burger Works® locations and those operating under franchise agreements. Red Robin... YUMMM®! Connect with Red Robin on Facebook and Twitter.

### **About 5B Investments, Inc**

5B Investments, Inc ([www.5binvestments.com](http://www.5binvestments.com)), founded in 1989, is a privately held corporation holding interests in commercial, industrial, residential, self-storage, and restaurant projects throughout the U.S and Canada exceeding revenues of \$100 million.

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**Forward-Looking Statements**

Forward-looking statements in this press release regarding our expectations, plans, strategy, and all other statements that are not historical facts, 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. We undertake no obligation to update such statements to reflect events or circumstances arising after such date, and we caution 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: our ability to integrate the acquired restaurants and operate them as expected; our ability to successfully integrate personnel at the acquired restaurants; effectiveness of our management strategies and decisions; 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.

**For media relations questions contact:**

Maria Frank, Coyne PR  
(310) 395-6110

**For investor relations questions contact:**

Stuart Brown, Chief Financial Officer  
(303) 846-6000

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