

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

|  |           |
|--|-----------|
| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |                                      |  |   |  |  |   |       |  |   |
|--|--------------------------------------|--|---|--|--|---|-------|--|---|
| 1. Name and Address of Reporting Person *<br><b>PACE DAVID</b> |                                      | 2. Issuer Name and Ticker or Trading Symbol<br><b>RED ROBIN GOURMET BURGERS INC [RRGB]</b> |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br>Officer (give title below) <input type="checkbox"/> Other (specify below) |  |   |       |  |   |
| (Last)   | (First)                              | (Middle)   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/02/2019</b>                   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |   |       |  |   |
| 6312 S. FIDDLERS GREEN CIRCLE, SUITE 200N                      |                                      |  | (Street)  |  |  |   |       |  |   |
| GREENWOOD VILLAGE, CO 80111                                    |                                      |  | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |  |  |   |       |  |   |
| (City)   | (State)                              | (Zip)  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |   |       |  |   |
| 1. Title of Security (Instr. 3)                                | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year)   | 3. Transaction Code (Instr. 8)  | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  |  | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) |       | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|  |                                      |  | Code  | V  | Amount   | (A) or (D)  | Price |  |   |
| Common Stock   | 08/02/2019                           |  | A   |  | 2,788<br><u>(1)</u>  | A   | \$ 0  | 2,788 <u>(2)</u>   | D   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
|  |  |                                      |  | Code                           | V   | (A)  | (D)             |   |                            |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PACE DAVID<br>6312 S. FIDDLERS GREEN CIRCLE<br>SUITE 200N<br>GREENWOOD VILLAGE, CO 80111 | X             |           |         |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Michael L. Kaplan, attorney-in-fact      |  | 08/06/2019          |
| <small>Signature of Reporting Person</small> |  | <small>Date</small> |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Represents a grant of restricted stock units under the issuer's 2017 Performance Incentive Plan, as amended. Each restricted stock unit represents the contingent right to
- (1) receive, upon vesting of the unit, one share of the issuer's common stock. The units are scheduled to vest on the earlier of the first anniversary of the date of grant or the next annual meeting of stockholders. The closing price on the date of grant was \$32.87.
- (2) Includes 2,788 restricted stock units subject to vesting and forfeiture restrictions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.