SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

1. Name and Address of Reporting Person* LUMPKIN STEVE					REI	2. Issuer Name and Ticker or Trading Symbol <u>RED ROBIN GOURMET BURGERS INC</u> [RRGB]								ck all applicat	,		10% O\	wner
(Last) 10000 E. GED	(First) DES AVE.	(M	(Middle)				3. Date of Earliest Transaction (Month/Day/Year) 11/07/2022								give title		Other (: below)	specify
STE. 500					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street) ENGLEWOOD CO 80112													Form file	ed by More	e than O	ne Reportir	ig Person	
(City)	(State)	(Zi	(Zip)															
		Та	ble I - No	on-Der	rivativ	e Se	ecuritie	s Acq	uired	, Dis	posed of	, or Bene	ficially C	wned				
1. Title of Security (Instr. 3) Date (Month/E					r) if	2A. Deemed Execution Date, if any (Month/Day/Year)					s Acquired (/ r. 3, 4 and 5)	A) or Dispos	Securities Beneficial Following	ly Owned Reported	Form:	nership : Direct (D) lirect (I) . 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
Common Stock 11/07					7/2022				Р		20,000	Α	\$7.0199	⁽¹⁾ 50,	043		Ι	See Footnote ⁽²⁾
Common Stock														9,632 ⁽³⁾			D	
			Table II -								osed of, o onvertible			ned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any		4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y		ate Securities			8. Price of Derivative Security (Instr. 5)	9. Number o derivative Securities Beneficially Owned Following Reported Transaction	re es ally g	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)			

Explanation of Responses:

1. The price reported is a weighted average price. The shares were purchased in multiple transactions ranging from \$6.73 to \$7.21, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in the footnote.

2. The shares are held indirectly through Steven K Lumpkin Trust U/A,

3. Includes 9,632 restricted stock units subject to vesting and forfeiture restrictions.

/s/ Jeffrey Hoban, Attorney-in-Fact 11/09/2022

Date

** Signature of Reporting Person

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

 * 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).

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

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 Number.