

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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* <u>RR INVESTORS LLC</u> (Last) (First) (Middle) c/o Quad-C, Inc. 230 East High Street (Street) Charlottesville VA 22902 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RED ROBIN GOURMET BURGERS INC [RRGB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2003	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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, \$0.001 par value	08/20/2003		S		465,385	D	\$21.15	3,679,177	D ⁽¹⁾	

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person* <u>RR INVESTORS LLC</u> (Last) (First) (Middle) c/o Quad-C, Inc. 230 East High Street (Street) Charlottesville VA 22902 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<u>QUAD C PARTNERS V LP</u>		
(Last)	(First)	(Middle)
230 East High Street		
(Street)		
Charlottesville	VA	22902
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>QUAD C ADVISOR SV LLC</u>		
(Last)	(First)	(Middle)
230 EAST HIGH STREET		
(Street)		
CHARLOTTESVILLE VA		22902
(City) (State) (Zip)		

Explanation of Responses:

1. These shares are owned directly by RR Investors, LLC, a ten percent owner of the issuer, and indirectly by Quad-C Partners V, L.P. and Quad-C Advisors V, LLC. As the sole member of RR Investors, Quad-C Partners V, L.P. has the sole power to vote and dispose of the shares held by RR Investors, LLC. Quad-C Advisors V, L.L.C. is the general partner of Quad-C Partners V, L.P., the sole member of RR Investors, LLC. Quad-C Advisors V, L.L.C. disclaims beneficial ownership of these shares except to the extent of its pecuniary interest.

John W. Grant, Attorney-in-Fact for RR Investors, LLC, Quad-C Partners V, L.P. and Quad-C Advisors V, L.L.C. 08/22/2003

** Signature of Reporting Person Date

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.

POWER OF ATTORNEY
SECTION 16 REPORTS

The undersigned hereby makes, constitutes and appoints each of Michael J. Snyder, James P. McCloskey and John W. Grant and each person who at the time of acting pursuant to this Power of Attorney is the Chief Executive Officer, Chief Financial Officer or General Counsel of Red Robin Gourmet Burgers, Inc. (the "Company"), each acting singly, its true and lawful attorney-in-fact to:

- (1) prepare, sign, acknowledge, deliver and file for it and on its behalf, Forms 3, 4 and 5 and any amendments thereof in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act") and the rules of the Securities and Exchange Commission ("SEC"), with respect to securities or contracts of (or with respect to) the Company, and Form ID or other information to secure an access and any other code and/or CIK number to permit my filing via EDGAR;
- (2) do and perform any and all acts for it and on its behalf which may be necessary or desirable to complete any such Form 3, 4 or 5 and file in any authorized manner such form and this power of attorney with the SEC and any stock exchange or similar authority;
- (3) seek or obtain, as its representative and on its behalf, information concerning transactions in or with respect to the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, knowing that it hereby authorizes any such person to release any such information to the attorney-in fact and approve any such release of information; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to him, in its best interest, or legally required of him, it being understood that the documents executed by such attorney-in-fact on its behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. This Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information. The undersigned further acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the 1934 Act or any liability I may have with respect to transactions reported or reportable thereunder.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Section 16 reports with respect to its holdings of and transactions in or involving securities issued by the Company, or earlier if the undersigned revokes it in a signed writing delivered to each of the foregoing attorneys-in-fact.

RR INVESTORS, LLC

11/8/02 By: /s/ Edward T. Harvey, Jr.
Date Name: Edward T. Harvey, Jr.
 Title: President

NB1:574067.1

NB1:574067.1

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- (2) do and perform any and all acts for it and on its behalf which may be necessary or desirable to complete any such Form 3, 4 or 5 and file in any authorized manner such form and this power of attorney with the SEC and any stock exchange or similar authority;
- (3) seek or obtain, as its representative and on its behalf, information concerning transactions in or with respect to the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, knowing that it hereby authorizes any such person to release any such information to the attorney-in fact and approve any such release of information; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to him, in its best interest, or legally required of him, it being understood that the documents executed by such attorney-in-fact on its behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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QUAD-C ADVISORS V, L.L.C.

11/8/02 By: /s/ Edward T. Harvey, Jr.
Date Name: Edward T. Harvey, Jr.
 Title: Vice President

NB1:574067.1

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POWER OF ATTORNEY
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QUAD-C PARTNERS V, L.P.

11/8/02 By: /s/ Edward T. Harvey, Jr.
Date Name: Edward T. Harvey, Jr.
 Title: Vice President

NB1:574067.1

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