

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): May 30, 2019

**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 Number)

**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))

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	RRGB	NASDAQ (Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e) On May 30, 2019, the stockholders of Red Robin Gourmet Burgers, Inc. (the “Company”) approved an amendment to the Company’s 2017 Performance Incentive Plan (the “2017 Plan”) at the Company’s annual stockholders meeting. The amendment increases the number of shares of common stock of the Company authorized for issuance under the 2017 Plan by 660,000 shares and enhances certain minimum vesting requirements applicable to certain awards thereunder. The material terms of the 2017 Plan, as amended, are summarized in the Company’s definitive proxy statement, dated April 10, 2019, under the heading “Proposal 3 - Approval of Amendment to the 2017 Performance Incentive Plan.” Such summary and the description above do not purport to be complete and are qualified in their entirety by reference to the text of the 2017 Plan, as amended, which is filed as Exhibit 10.1 to this Form 8-K and incorporated by reference herein.

**ITEM 5.07 Submission of Matters to a Vote of Security Holders**

The Company held its annual stockholders meeting on May 30, 2019 at Red Robin’s Yummm U in Englewood, Colorado. Of the 12,965,434 shares of common stock issued and outstanding as of the record date, 12,397,225 shares of common stock (approximately 95.62%) were present or represented by proxy at the annual meeting. The Company’s stockholders elected all of the directors nominated by the Company’s board of directors; approved, on an advisory basis, the compensation of the Company’s named executive officers; approved an amendment to the 2017 Plan; and ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2019 fiscal year. The vote results for the matters submitted to stockholders are as follows:

1. Election of directors:

<b>Name</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>	<b>% OF VOTES CAST</b>
Cambria W. Dunaway	9,932,843	894,785	1,533	1,568,064	91.74%
Kalen F. Holmes	9,954,791	873,216	1,154	1,568,064	91.94%
Glenn B. Kaufman	9,985,494	842,008	1,659	1,568,064	92.22%
Aylwin B. Lewis	9,983,993	843,913	1,255	1,568,064	92.21%
Steven K. Lumpkin	9,985,716	841,787	1,658	1,568,064	92.23%
Patty L. Moore	9,512,962	1,315,043	1,156	1,568,064	87.86%
Stuart I. Oran	9,982,044	845,863	1,254	1,568,064	92.19%

2. Approval, on an advisory basis, of the compensation of the Company’s named executive officers:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>	<b>% OF VOTES CAST</b>
9,815,367	1,008,582	5,212	1,568,064	90.68%

3. Approval of an amendment to the Company’s 2017 Performance Incentive Plan:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>	<b>% OF VOTES CAST</b>
9,248,937	1,570,819	9,405	1,568,064	85.48%

4. Ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 29, 2019:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>	<b>% OF VOTES CAST</b>
12,341,851	53,351	2,023	0	99.57%

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<u>10.1</u>	<u><a href="#">Red Robin Gourmet Burgers, Inc. 2017 Performance Incentive Plan (as Amended). Incorporated by reference to Appendix A to our Definitive Proxy Statement filed on April 10, 2019.</a></u>

**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.

Date: June 3, 2019

**RED ROBIN GOURMET BURGERS, INC.**

By:

/s/ Michael L. Kaplan

Name: Michael L. Kaplan  
Title: Chief Legal Officer