

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

RED ROBIN GOURMET BURGERS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

84-1573084
(I.R.S. Employer
Identification No.)

6312 South Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado 80111
(Address of principal executive offices)

Red Robin Gourmet Burgers, Inc. 2017 Performance Incentive Plan, as Amended
(Full title of the Plan)

Patty L. Moore
Interim President and Chief Executive Officer
6312 South Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado 80111
(303) 846-6000

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

With copies to:

Michael L. Kaplan, Esq.
Senior Vice President and Chief Legal Officer
6312 South Fiddler's Green Circle, Suite 200N
Greenwood Village, Colorado 80111
(303) 846-6000

Robert J. Endicott, Esq.
Bryan Cave Leighton Paisner LLP
211 North Broadway, Suite 3600
St. Louis, Missouri 63102-2750
(314) 259-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee(4)
Common Stock, par value \$0.001 per share	660,000	\$ 26.04	\$ 17,186,400	\$ 2,083

(1) The Red Robin Gourmet Burgers, Inc. 2017 Performance Incentive Plan (the "2017 Plan") initially provided by its terms for the issuance of up to 630,182 shares of common stock, par value \$0.001 per share ("Common Stock"), of Red Robin Gourmet Burgers, Inc. (the "Company" or the "Registrant"). The Company filed a Registration Statement on Form S-8 with the Securities and Exchange Commission (the "Commission") on May 18, 2017 (File No. 333-218091) related to 630,182 shares of Common Stock issuable under the 2017 Plan. On May 30, 2019, the Company's stockholders approved an amendment to the 2017 Plan that increased the number of shares of Common Stock authorized for future issuance under the 2017 Plan by 660,000 shares.

(2) Pursuant to Rule 416(a) under the Securities Act of 1933 (the "Securities Act"), this registration statement shall also cover any additional shares of Common Stock of the Company to be offered or issued as a result of any stock dividend, stock split, recapitalization, or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.

(3) Estimated solely for the purpose of calculating the registration fee and, pursuant to Rules 457(c) and 457(h)(1) under the Securities Act, the price per share and aggregate offering price are based upon the average high and low sales prices of the Company's Common Stock on June 6, 2019, as reported by The NASDAQ® Stock Market.

(4) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$121.20 per \$1,000,000 of the proposed maximum aggregate offering price.

EXPLANATORY NOTE

This registration statement is filed by the Company to register additional shares of Common Stock issuable under the 2017 Plan. Such additional shares of Common Stock are being registered in addition to the shares of Common Stock previously registered for issuance on the Company's Registration Statement on [Form S-8 \(File No. 333-218091\) concerning the 2017 Plan filed with the Commission on May 18, 2017](#) (the "2017 Registration Statement"). In accordance with Section E of the General Instructions to Form S-8, the contents of the 2017 Registration Statement are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents, previously filed by the Company with the Commission, are hereby incorporated in this registration statement by reference as of their date of filing with the Commission:

- (a) [The Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2018, filed with the Commission on February 27, 2019;](#)
- (b) [The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended April 21, 2019, filed with the Commission on May 30, 2019;](#)
- (c) The Company's Current Reports on Form 8-K filed on [January 2, 2019](#), [March 26, 2019](#), [April 3, 2019](#), [April 5, 2019](#), [June 3, 2019](#), and [June 5, 2019](#); and
- (d) [The description of the Company's Common Stock contained in its Registration Statement on Form 8-A, filed with the SEC on July 16, 2002 \(which incorporates such description of the Common Stock from the Company's Registration Statement on Form S-1, originally filed April 26, 2002 and as subsequently amended, which description is also hereby incorporated by reference\) \(SEC File No. 000-49916\), and any other amendment or report filed for the purpose of updating such description.](#)

All other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") subsequent to the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement indicating that all securities offered under the registration statement have been sold, or deregistering all securities then remaining unsold, are also incorporated herein by reference and shall be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated by, or deemed incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

Exhibit Number	Description
5.1	Opinion of Bryan Cave Leighton Paisner LLP
23.1	Consent of Bryan Cave Leighton Paisner LLP (included in Exhibit 5.1)
23.2	Consent of KPMG LLP
24.1	Power of Attorney (included on signature page of this registration statement)

99.1* [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.](#)

* Incorporated herein by reference as indicated

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenwood Village, State of Colorado, on this 12th day of June, 2019.

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Pattye L. Moore
Name: Pattye L. Moore
Title: Interim President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Pattye L. Moore and Lynn S. Schweinfurth and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ PATTYE L. MOORE</u> Pattye L. Moore	Interim President and Chief Executive Officer (Principal Executive Officer) and Chairperson of the Board	June 12, 2019
<u>/s/ LYNN S. SCHWEINFURTH</u> Lynn S. Schweinfurth	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 12, 2019
<u>/s/CAMBRIA W. DUNAWAY</u> Cambria W. Dunaway	Director	June 12, 2019
<u>/s/ KALEN F. HOLMES</u> Kalen F. Holmes	Director	June 12, 2019
<u>/s/ GLENN B. KAUFMAN</u> Glenn B. Kaufman	Director	June 12, 2019
<u>/s/ AYLWIN B. LEWIS</u> Aylwin B. Lewis	Director	June 12, 2019
<u>/s/ STEVEN K. LUMPKIN</u> Steven K. Lumpkin	Director	June 12, 2019
<u>/s/ STUART I. ORAN</u> Stuart I. Oran	Director	June 12, 2019



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June 12, 2019

Red Robin Gourmet Burgers, Inc.
6312 S. Fiddler's Green Circle
Suite 200 N
Greenwood Village, CO 80111

Ladies and Gentlemen:

We have acted as special counsel to Red Robin Gourmet Burgers, Inc., a Delaware corporation (the "Company" or "you"), and have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission (the "Commission") on or about June 12, 2019 in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an additional 660,000 shares (the "Shares") of common stock, par value \$0.001 per share, of the Company ("Common Stock"), issuable under the Red Robin Gourmet Burgers, Inc. 2017 Performance Incentive Plan, as amended (the "2017 Plan").

In connection herewith, we have examined:

- (1) the 2017 Plan; and
- (2) the Registration Statement.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of the Company's certificate of incorporation and bylaws and such other corporate records, agreements and instruments of the Company, certificates of public officials and officers of the Company, and such other documents, records and instruments, and we have made such legal and factual inquiries, as we have deemed necessary or appropriate as a basis for us to render the opinion hereinafter expressed. In our examination of the foregoing, we have assumed the genuineness of all signatures, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies or by facsimile or other means of electronic transmission, or which we obtained from the Commission's Electronic Data Gathering, Analysis and Retrieval system ("Edgar") or other sites maintained by a court or governmental authority or regulatory body and the authenticity of the originals of such latter documents. If any documents we examined in printed, word processed or similar form has been filed with the Commission on Edgar or such court or governmental authority or regulatory body, we have assumed that the document so filed is identical to the document we examined except for formatting changes.

When relevant facts were not independently established, we have relied without independent investigation as to matters of fact upon statements of governmental officials and upon representations

made in or pursuant to the Registration Statement and certificates or statements of appropriate representatives of the Company.

Based upon the foregoing and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares have been duly authorized for issuance and upon issuance and delivery of the Shares upon payment therefor, in accordance with the terms of the 2017 Plan, and any relevant agreements thereunder, the Shares will be validly issued, fully paid and non-assessable.

In addition to the assumptions, comments, qualifications, limitations and exceptions set forth above, the opinion set forth herein is further limited by, subject to and based upon the following assumptions, comments, qualifications, limitations and exceptions:

Our opinion herein reflects only the application of the General Corporation Law of the State of Delaware, including the statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such laws. The opinion set forth herein is made as of the date hereof and is subject to, and may be limited by, future changes in factual matters, and we undertake no duty to advise you of the same. The opinion expressed herein is based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement this opinion should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinion, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

This opinion letter is being delivered by us solely for your benefit in connection with the filing of the Registration Statement with the Commission. We do not render any opinions except as set forth above. We hereby consent to the inclusion of this opinion letter as Exhibit 5.1 to the Registration Statement and to the reference to this firm in the Registration Statement. We also consent to your filing copies of this opinion letter with agencies of such states as you deem necessary in the course of complying with the laws of such states regarding the offering and sale of the Shares. In giving this consent, we do not thereby concede that we are in the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Very truly yours,

/s/ Bryan Cave Leighton Paisner LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Red Robin Gourmet Burgers, Inc.:

We consent to the use of our reports dated February 26, 2019, with respect to the consolidated balance sheets of the Company as of December 30, 2018 and December 31, 2017, and the related consolidated statements of operations and comprehensive income(loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 30, 2018, and the related notes (collectively, the consolidated financial statements), and the effectiveness of internal control over financial reporting as of December 30, 2018, which reports appear in the December 30, 2018 annual report on Form 10-K of Red Robin Gourmet Burgers, Inc.

Our report refers to a change in method of accounting for revenue from contracts with customers in 2018.

/s/ KPMG LLP

Denver, Colorado
June 12, 2019
