

RED ROBIN GOURMET BURGERS INC  
Form S-8 POS  
June 01, 2007

As filed with the Securities and Exchange Commission on June 1, 2007

Registration No. 333-125443

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**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 Number)

**6312 S. Fiddler s Green Circle, Suite 200N**

**Greenwood Village, Colorado 80111**

(Address of principal executive offices)

**2004 Performance Incentive Plan**

**Dennis B. Mullen**

**Chief Executive Officer**

**Red Robin Gourmet Burgers, Inc.**

**6312 S. Fiddler s Green Circle, Suite 200N**

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**Greenwood Village, Colorado 80111**

**Telephone: (303) 846-6000**

(Name, address, including zip code, and telephone number,

including area code, of agent for service)

With copies to:

**Annita M. Menogan**  
Chief Legal Officer  
Red Robin Gourmet Burgers, Inc.  
6312 S. Fiddler s Green Circle, Suite 200N  
Greenwood Village, Colorado 80111  
Telephone: (303) 846-6000

**Ronald R. Levine, Esq.**  
Davis Graham & Stubbs LLP  
1550 Seventeenth Street, Suite 500  
Denver, Colorado 80202  
(303) 892-9400

**DEREGISTRATION**

Red Robin Gourmet Burgers, Inc. (the Company) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister certain securities previously registered by the Company pursuant to the Registration Statement on Form S-8 (File No. 333-125443), which was originally filed with the Securities and Exchange Commission on June 2, 2005 (the 2005 Form S-8). A total of 1,500,000 shares of the Company's common stock, \$0.001 par value, were registered for issuance under the Red Robin Gourmet Burgers, Inc. 2004 Performance Incentive Plan (the 2004 Plan) pursuant to the 2005 Form S-8.

On May 31, 2007, the stockholders of the Company approved the Red Robin Gourmet Burgers, Inc. 2007 Performance Incentive Plan (the 2007 Plan). One million shares are available for grant under the 2007 Plan (the 2007 Plan Shares). Pursuant to the terms of the 2007 Plan, the 2007 Plan Shares are comprised of the number of shares remaining under the 2004 Plan and an additional number of new shares to equal a total of 1,000,000. The Company has registered the 2007 Plan Shares pursuant to a new Registration Statement on Form S-8, which was filed on June 1, 2007.

The Company is filing this Post-Effective Amendment No. 1 to the 2005 Form S-8 in order to deregister 217,859 of the shares previously registered under the 2005 S-8, but not issued or otherwise allocated to outstanding awards under the 2004 Plan. No further awards will be made under the 2004 Plan on or after June 1, 2007.

**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 1st day of June, 2007.

RED ROBIN GOURMET BURGERS, INC.

By: /s/ Dennis B. Mullen  
 Name: Dennis B. Mullen  
 Title: Chief Executive Officer

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

Signature	Title	Date
/s/ Dennis B. Mullen Dennis B. Mullen	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	June 1, 2007
/s. Katherine L. Scherping Katherine L. Scherping	Chief Financial Officer (Principal Financial and Accounting Officer)	June 1, 2007
/s/ Benjamin D. Graebel Benjamin D. Graebel	Director	June 1, 2007
/s/ Edward T. Harvey Edward T. Harvey	Director	June 1, 2007
/s/ Richard J. Howell Richard J. Howell	Director	June 1, 2007
/s/ James T. Rothe James T. Rothe	Director	June 1, 2007
/s/ Taylor Simonton Taylor Simonton	Director	June 1, 2007
/s/ Gary J. Singer Gary J. Singer	Director	June 1, 2007