

RED ROBIN GOURMET BURGERS INC
Form 8-K
May 11, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 6, 2005

RED ROBIN GOURMET BURGERS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

0-49916
(Commission File Number)

84-1573084
(I.R.S. Employer

Identification No.)

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

Greenwood Village, CO
(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))
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Item 5.02 Departure Of Directors Or Principal Officers; Election Of Directors; Appointment Of Principal Officers

(b) On May 6, 2005, Red Robin Gourmet Burgers, Inc., (the Company) received a letter from Mr. Edward T. Harvey, indicating Mr. Harvey's intent to resign from the Company's Board of Directors effective at the meeting of the Board of Directors scheduled to be held in August 2005. Mr. Harvey currently serves as a member of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee of the Company. A copy of a press release issued May 11, 2005 by the Company announcing Mr. Harvey's intent to resign from the Board of Directors is attached as Exhibit 99.1 to this Report on Form 8-K and is incorporated into this Item 5.02 by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit

Number Description

99.1 Red Robin Gourmet Burgers, Inc., Press Release, dated May 11, 2005

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RED ROBIN GOURMET BURGERS, INC.,

a Delaware corporation

By: _____ /s/ John W. Grant

Date: May 11, 2005

Vice President and General Counsel