

RED ROBIN GOURMET BURGERS INC  
Form 8-K  
April 30, 2014

**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): **April 30, 2014**

**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 No.)

**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.)

Edgar Filing: RED ROBIN GOURMET BURGERS INC - Form 8-K

---

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))
-

**ITEM 7.01 Regulation FD Disclosure**

On April 30, 2014, Red Robin Gourmet Burgers, Inc. issued a press release announcing that it has entered into asset purchase agreements through its wholly owned subsidiaries to acquire 32 existing Red Robin® franchised restaurants in the United States and Canada, for a cash purchase price of approximately \$40 million, subject to certain purchase price adjustments. The acquisition is expected to close late summer 2014 and is subject to customary closing conditions. The U.S. restaurants, which are currently owned by Mach Robin, LLC, are located in Illinois, Idaho, Nevada, New Mexico, and Utah. The Canadian restaurants, currently owned by Mach Robin, LLC's Canadian affiliate, are located in British Columbia and Alberta. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated into this Item 7.01 by reference.

The information in this report, including the information set forth in Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Red Robin Gourmet Burgers, Inc. Press Release dated April 30, 2014. |

**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.

**RED ROBIN GOURMET BURGERS, INC.**

Date: April 30, 2014

By: /s/ Michael L. Kaplan  
Name:  
Title:

Michael L. Kaplan  
Senior Vice President and Chief Legal  
Officer

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Red Robin Gourmet Burgers, Inc. Press Release dated April 30, 2014. |