ORAN STUART I

Form 4 June 01, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ORAN STUART I

2. Issuer Name and Ticker or Trading Symbol

RED ROBIN GOURMET BURGERS INC [RRGB]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last) (First)

(Middle)

(Zin)

3. Date of Earliest Transaction

(Month/Day/Year) 05/30/2018

_X__ Director 10% Owner Officer (give title _ Other (specify

6312 S. FIDDLER'S GREEN CIRCLE, SUITE 200N

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

GREENWOOD VILLAGE, CO 80111

(City)

| (City) | (State) (2 | Table | I - Non-Do | erivative S | Securi | ties Ac | quired, Disposed o | of, or Beneficia | lly Owned |
|---------------------|--------------------------------------|-------------------------|--------------------|------------------|--------|---|--------------------------------------|---------------------------------------|-----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | Execution Date, if | | 1 | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | | | Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |
| Common Stock | 05/30/2018 | | Code V A | Amount 2,184 (1) | (D) | Price \$ 0 | 7,854 (2) | D | |
| Common Stock | | | | | | | 1,000 | I | See Footnote (3) |
| Common Stock | | | | | | | 1,000 | I | See Footnote (4) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|---------------------|------------|-------------------------------------|-------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration Date | | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | | Securities Acquired | | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | | | |
| | | | | | | Date Expiration Exercisable Date | Expiration | | Or | | |
| | | | | | | | Date | Title | Number | | |
| | | | | C-J- V | (A) (D) | | of | | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

ORAN STUART I 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200N GREENWOOD VILLAGE, CO 80111

X

Signatures

/s/ Michael L. Kaplan, Attorney-in-Fact

06/01/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents a grant of restricted stock units under the issuer's 2017 Performance Incentive Plan. Each restricted stock unit represents the (1) contingent right to receive, upon vesting of the unit, one share of the issuer's common stock. The units are scheduled to vest on the earlier of the first anniversary of the date of grant or the next annual meeting of stockholders. The closing price on the date of grant was \$50.35.
- (2) Includes 2,184 restricted stock units subject to vesting and forfeiture restrictions.
- (3) The shares are held indirectly by the reporting person as co-trustee of a trust, the beneficiary of which is Olivia Oran.
- (4) The shares are held indirectly by the reporting person as co-trustee of a trust, the beneficiary of which is Gregory Oran.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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