

Post Denny Marie
Form 4
February 12, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Post Denny Marie

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2019

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

GREENWOOD
VILLAGE, CO 80111

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/11/2019 ⁽¹⁾		A	(A) or (D) 3,220 (1)	\$ 0 32,559	D	
Common Stock	02/11/2019 ⁽²⁾		A	(A) or (D) 2,184 (2)	\$ 0 34,743 ⁽³⁾	D	

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Post Denny Marie 6312 S. FIDDLER'S GREEN CIRCLE SUITE 200N GREENWOOD VILLAGE, CO 80111	X		President and CEO	

Signatures

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

02/12/2019

__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).

On February 16, 2017, the reporting person received a grant, subject to stockholder approval, of performance share units (PSUs) representing 22,340 shares of the issuer's common stock (at target). Stockholder approval was obtained on May 18, 2017. The PSUs cliff vest at the end of a three year performance cycle, generally subject to the reporting person's continued employment through the applicable vesting date, with the number of PSUs earned and issued determined based on achievement of performance objectives approved by the issuer's compensation committee for each year in the performance cycle. On February 11, 2019, the compensation committee determined that the objectives for the second tranche (2018) were achieved at a level resulting in 3,220 shares being earned by the reporting person. The shares issued will not vest until the end of the three year performance cycle on December 29, 2019.

On March 15, 2018, the reporting person received a grant of performance share units (PSUs) representing 15,151 shares of the issuer's common stock (at target). The PSUs cliff vest at the end of a three year performance cycle, generally subject to the reporting person's continued employment through the applicable vesting date, with the number of PSUs earned and issued determined based on achievement of performance objectives approved by the issuer's compensation committee for each year in the performance cycle. On February 11, 2019, the compensation committee determined that the objectives for the first tranche (2018) were achieved at a level resulting in 2,184 shares being earned by the reporting person. The shares issued will not vest until the end of the three year performance cycle on December 27, 2020.

(3) Includes 24,082 shares subject to vesting and forfeiture restrictions.

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

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