### Edgar Filing: RED ROBIN GOURMET BURGERS INC - Form 4

#### RED ROBIN GOURMET BURGERS INC

Form 4 October 05, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 obligations may continue.

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \*

Post Denny Marie

See Instruction

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading

Symbol

RED ROBIN GOURMET **BURGERS INC [RRGB]** 

3. Date of Earliest Transaction

(Month/Day/Year) 10/03/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

10% Owner Director X\_ Officer (give title Other (specify below)

President and CEO

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)                               | (State)                                 | (Zip) Tabl  | e I - Non-E                             | Derivative  | Secur     | rities Acq  | uired, Disposed o  | f, or Beneficial   | ly Owned  |
|--------------------------------------|---|---|---|---|-----------|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |           |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| G                                    |   |   | Code V                                  | Amount  | or<br>(D) | Price       | (Instr. 3 and 4)   |  |   |
| Common<br>Stock                      | 10/03/2016                              |   | F                                       | 293 (1)   | D         | \$<br>45.52 | 8,347 (2)  | D  |   |
| Common<br>Stock                      | 10/03/2016                              |   | A                                       | 1,761<br>(3)  | A         | \$ 0        | 10,108 (4)   | D  |   |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of or 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<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|--------------------------------------|---|---|--|--|--------------------|---|-------------------------------------|
|   |   |                                      |   | Code V                                  | (A) (D)  | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>buy)    | \$ 45.52  | 10/03/2016                           |   | A                                       | 10,453   | <u>(5)</u>   | 10/03/2026         | Common<br>Stock   | 10,453                              |

## **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

President and CEO

### **Signatures**

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

10/05/2016

\*\*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).

In connection with the vesting of 919 time-based restricted stock units, which were granted on October 1, 2014 under the issuer's Second Amended and Restated 2007 Performance Incentive Plan, the reporting person sold 293 of such shares to the issuer to satisfy her tax

- (1) withholding obligations. The sale was approved by the issuer's Compensation Committee in accordance with Rule 16b-3(d)(1) of the Exchange Act (the "Act"), and as such, the sale is exempt from Section 16(b) of the Act pursuant to Rule 16b-3(e) promulgated thereunder.
- (2) Includes 5,865 restricted stock units subject to vesting and forfeiture restrictions.
- Represents a grant of time-based restricted stock units under the issuer's Second Amended and Restated 2007 Performance Incentive

  Plan. Each time-based restricted stock unit represents the contingent right to receive, upon vesting of the unit, one share of the issuer's common stock. One-fourth (1/4) of the units are scheduled to vest on each of the first, second, third and fourth anniversaries of the date of grant. The closing price on the date of grant, October 3, 2016, was \$45.52.
- (4) Includes 7,626 restricted stock units subject to vesting and forfeiture restrictions.

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| (5) One-fourth (1/4) of the options are scheduled to vest on each of the first, second, third, and fourth anniversaries of the date of grant.  Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> Instruction 6 for procedure.  Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. |  |  |  |  |  |  |
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