

RED ROBIN GOURMET BURGERS INC  
 Form 4  
 January 05, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Constant Guy J

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  
 CIR, SUITE 200N  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 01/03/2017

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

GREENWOOD  
 VILLAGE, CO 80111  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4)
Common Stock	01/03/2017		A	(A) 3,666 (1)	\$ 0 3,666 (2)	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)

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

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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)	Amount or Number of Shares
Common Stock (Right to Buy)	\$ 54.55	01/03/2017		A	20,695	(3) 01/03/2027	Common Stock	20,695

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Constant Guy J 6312 S FIDDLER'S GREEN CIR SUITE 200N GREENWOOD VILLAGE, CO 80111			Chief Financial Officer	

## Signatures

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

01/05/2017

\_\_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 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, January 3, 2017, was \$54.55.
- (1) 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, January 3, 2017, was \$54.55.
  - (2) Consists of restricted stock units subject to vesting and forfeiture restrictions.
  - (3) 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, see Instruction 6 for procedure.

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