

Edgar Filing: RED ROBIN GOURMET BURGERS INC - Form SC 13G/A

RED ROBIN GOURMET BURGERS INC
Form SC 13G/A
September 12, 2005

SCHEDULE 13G

Amendment No. 3
Red Robin Gourmet Burgers Incorporated
Common Stock
Cusip #75689M101

Cusip #75689M101
Item 1: Reporting Person - FMR Corp.
Item 4: Delaware
Item 5: 249,667
Item 6: 0
Item 7: 1,045,582
Item 8: 0
Item 9: 1,045,582
Item 11: 6.405%
Item 12: HC

Cusip #75689M101
Item 1: Reporting Person - Edward C. Johnson 3d
Item 4: United States of America
Item 5: 0
Item 6: 0
Item 7: 1,045,582
Item 8: 0
Item 9: 1,045,582
Item 11: 6.405%
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:
Red Robin Gourmet Burgers
Incorporated

Item 1(b). Name of Issuer's Principal Executive Offices:
6312 Fiddler's Green Circle
Greenwood Village, CO 80111

Item 2(a). Name of Person Filing:
FMR Corp.

Item 2(b). Address or Principal Business Office or, if None,

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Residence:

82 Devonshire Street, Boston,
Massachusetts 02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

75689M101

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR Corp., is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

- (a) Amount Beneficially Owned: 1,045,582
- (b) Percent of Class: 6.405%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 249,667
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 1,045,582
 - (iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of Red Robin Gourmet Burgers Incorporated. No one person's interest in the Common Stock of Red Robin Gourmet Burgers Incorporated is more than five percent of the total outstanding Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

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See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 12, 2005
Date

/s/Joseph Mari
Signature

Joseph Mari
Duly authorized under Power of Attorney
dated September 9, 2005, by Eric D. Roiter by and on behalf
of FMR Corp. and its direct and indirect subsidiaries

SCHEDULE 13G - TO BE INCLUDED IN
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Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 795,915 shares or 4.875% of the Common Stock outstanding of Red Robin Gourmet Burgers Incorporated ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d and FMR Corp., through its control of Fidelity, and the funds each has sole power to dispose of the 795,915 shares owned by the Funds.

Members of the family of Edward C. Johnson 3d,

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Chairman of FMR Corp., are the predominant owners, directly or through trusts, of Series B shares of common stock of FMR Corp., representing 49% of the voting power of FMR Corp. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B shares will be voted in accordance with the majority vote of Series B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR Corp.

Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Fidelity Management Trust Company, 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 247,667 shares or 1.517% of the Common Stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR Corp., through its control of Fidelity Management Trust Company, each has sole dispositive power over 247,667 shares and sole power to vote or to direct the voting of 247,667 shares of Common Stock owned by the institutional account(s) as reported above.

Fidelity International Limited ("FIL"), Pembroke Hall, 42 Crow Lane, Hamilton, Bermuda, and various foreign-based subsidiaries provide investment advisory and management services to a number of non-U.S. investment companies and certain institutional investors. FIL, which is a qualified institution under section 240.13d-1(b)(1) pursuant to an SEC No-Action letter dated October 5, 2000, is the beneficial owner of 2,000 shares or 0.012% of the Common Stock outstanding of the Company.

A partnership controlled predominantly by members of the family of Edward C. Johnson 3d, Chairman of FMR Corp. and FIL, or trusts for their benefit, owns shares of FIL voting stock with the right to cast approximately 38% of the total votes which may be cast by all holders of FIL voting stock. FMR Corp. and FIL are separate and independent corporate entities, and their Boards of Directors are generally composed of different individuals.

FMR Corp. and FIL are of the view that they are not acting as a "group" for purposes of Section 13(d) under the Securities Exchange Act of 1934 (the "1934" Act) and that they are not otherwise required to attribute to each other the "beneficial ownership" of securities "beneficially owned" by the other corporation within the meaning of Rule 13d-3 promulgated under the 1934 Act. Therefore, they are of the view that the shares held by the other corporation need not be aggregated for purposes of Section 13(d). However, FMR Corp. is making this filing on a voluntary basis as if all of the

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shares are beneficially owned by FMR Corp. and FIL on a joint basis.

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on September 12, 2005, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of Red Robin Gourmet Burgers Incorporated at August 31, 2005.

FMR Corp.

By /s/ Joseph Mari
Joseph Mari

Duly authorized under Power of Attorney dated September 9, 2005, by Eric D. Roiter by and on behalf of FMR Corp. and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Joseph Mari
Joseph Mari

Duly authorized under Power of Attorney dated September 9, 2005, by Eric D. Roiter by and on behalf of Edward C. Johnson 3d

Fidelity Management & Research Company

By /s/ Joseph Mari
Joseph Mari

Duly authorized under Power of Attorney dated September 9, 2005, by Eric D. Roiter Secretary

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99.1

2012 Employee Stock Purchase Plan.

S-1

333-178479

10.04

4/9/12

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on this 23rd day of February, 2017.

PROOFPOINT, INC.

By: /s/ Gary Steele
Gary Steele
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Gary Steele and Paul Auvil, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
/s/ Gary Steele Gary Steele	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	February 23, 2017
/s/ Paul Auvil Paul Auvil	Chief Financial Officer (<i>Principal Financial Officer and Principal Accounting Officer</i>)	February 23, 2017
/s/ Dana Evan Dana Evan	Director	February 23, 2017

/s/ Jonathan Feiber
Jonathan Feiber

Director

February 23, 2017

II-2

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/s/ Doug Garn Doug Garn	Director	February 23, 2017
/s/ Eric Hahn Eric Hahn	Director	February 23, 2017
/s/ Kevin Harvey Kevin Harvey	Director	February 23, 2017
/s/ R. Scott Herren R. Scott Herren	Director	February 23, 2017

II-3

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Form	Incorporated by Reference File No.	Reference Exhibit	Filing Date	Filed Herewith
4.01	Amended and Restated Certificate of Incorporation of the Registrant	S-1	333-178479	3.02	4/9/12	
4.02	Amended and Restated Bylaws of the Registrant	S-1	333-178479	3.04	4/9/12	
4.03	Form of Registrant's common stock certificate	S-1	333-178479	4.01	4/9/12	
5.01	Opinion of Fenwick & West LLP					X
23.01	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm					X
23.02	Consent of Fenwick & West LLP (contained in Exhibit 5.01)					X
24.01	Power of Attorney (included on the signature page to this Registration Statement)					X
99.1	2012 Employee Stock Purchase Plan.	S-1	333-178479	10.04	4/9/12	