Post Denny Marie Form 4 February 15, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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 *

Post Denny Marie

2. Issuer Name and Ticker or Trading

Symbol

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

(Last) (First) (Middle)

6312 S. FIDDLER'S GREEN

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

02/13/2018

3.

Director 10% Owner X_ Officer (give title Other (specify

below) President and CEO

5. Relationship of Reporting Person(s) to

(Check all applicable)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

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

Indirect

Beneficial

Ownership

(Instr. 4)

Person

Issuer

GREENWOOD VILLAGE, CO 80111

CIRCLE, SUITE 200N

(City) (State)

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

1.Title of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if Security (Instr. 3) (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount Price (D)

(A)

Common 02/13/2018(1) Stock

2,704 \$0 (1)

20,064

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)

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	te Amou		Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ		;		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security			Acquired							Follo
		•				(A) or						Repo
						Disposed						Trans
		of (D)							(Instr			
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date Exercisable	Expiration e Date	Title	or		
										Number		
							Lacicisable			of		
					Code V	(A) (D)				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

President and CEO

Signatures

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

02/15/2018

**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).

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

(1) 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 13, 2018, the compensation committee determined that the objectives for the first tranche (2017) were achieved at a level resulting in 2,704 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.

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