

RED ROBIN GOURMET BURGERS INC
Form SC 13D/A
December 29, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Red Robin Gourmet Burgers, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

75689M101
(CUSIP Number)

Mr. Jeffrey Blumberg

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Drinker Biddle & Reath LLP

191 North Wacker Drive, Suite 3700

Chicago, Illinois 60606

(312) 569-1106

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 22, 2010

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 75689M101

1 Names of reporting persons

I.R.S. Identification no. of above persons (entities only)

OAK STREET CAPITAL SPV 1 LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

WC

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 494,424 (See Item 5)

owned by 8 Shared voting power

each

reporting 0 (See Item 5)
9 Sole dispositive power

person

with:

494,424 (See Item 5)
10 Shared dispositive power

0 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

494,424 (See Item 5)

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

3.2%

14 Type of reporting person (see instructions)

PN

CUSIP No. 75689M101

1 Names of reporting persons

I.R.S. Identification no. of above persons (entities only)

OAK STREET CAPITAL MASTER FUND, LTD

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

WC

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands

Number of 7 Sole voting power

shares

beneficially 861,334 (See Item 5)

owned by 8 Shared voting power

each

reporting 0 (See Item 5)
9 Sole dispositive power

person

with:

861,334 (See Item 5)
10 Shared dispositive power

0 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

861,334 (See Item 5)

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

5.5%

14 Type of reporting person (see instructions)

CO

CUSIP No. 75689M101

1 Names of reporting persons

I.R.S. Identification no. of above persons (entities only)

OAK STREET CAPITAL MANAGEMENT, LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

AF

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 1,372,966 (See Item 5)

8 Shared voting power

owned by

each

reporting 0 (See Item 5)

9 Sole dispositive power

person

with:

1,372,966 (See Item 5)
10 Shared dispositive power

0 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

1,372,966 (See Item 5)

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

8.8%

14 Type of reporting person (see instructions)

CO

CUSIP No. 75689M101

1 Names of reporting persons

I.R.S. Identification no. of above persons (entities only)

DAVID MAKULA

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

AF

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power

shares

beneficially 1,372,966 (See Item 5)

owned by 8 Shared voting power

each

reporting 0 (See Item 5)

9 Sole dispositive power

person

with:

1,372,966 (See Item 5)

10 Shared dispositive power

0 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

1,372,966 (See Item 5)

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

8.8%

14 Type of reporting person (see instructions)

IN

CUSIP No. 75689M101

1 Names of reporting persons

I.R.S. Identification no. of above persons (entities only)

PATRICK WALSH

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

PF

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power

shares

beneficially 34,700 (See Item 5)

8 Shared voting power

owned by

each

reporting 0 (See Item 5)

9 Sole dispositive power

person

with:

34,700 (See Item 5)
 10 Shared dispositive power

0 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

34,700 (See Item 5)

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

0.2%

14 Type of reporting person (see instructions)

IN

CUSIP No. 75689M101

1 Names of reporting persons

I.R.S. Identification no. of above persons (entities only)

KOVITZ INVESTMENT GROUP, LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of **7** Sole voting power

shares

beneficially **0 (See Item 5)**

8 Shared voting power

owned by

each

reporting **0 (See Item 5)**

9 Sole dispositive power

person

with:

483,300 (See Item 5)
10 Shared dispositive power

0 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

483,300 (See Item 5)

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

3.1%

14 Type of reporting person (see instructions)

IA

CUSIP No. 75689M101

1 Names of reporting persons

I.R.S. Identification no. of above persons (entities only)

MITCHELL A. KOVITZ

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

AF

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of 7 Sole voting power

shares

beneficially 0 (See Item 5)

owned by 8 Shared voting power

each

reporting 0 (See Item 5)
9 Sole dispositive power

person

with:

0 (See Item 5)
10 Shared dispositive power

483,300 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

483,300 (See Item 5)

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

3.1%

14 Type of reporting person (see instructions)

IA

CUSIP No. 75689M101

1 Names of reporting persons

I.R.S. Identification no. of above persons (entities only)

JONATHAN A. SHAPIRO

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

AF

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

USA

Number of **7** Sole voting power

shares

beneficially **0 (See Item 5)**

owned by **8** Shared voting power

each

reporting **0 (See Item 5)**

person **9** Sole dispositive power

with:

0 (See Item 5)
10 Shared dispositive power

483,300 (See Item 5)

11 Aggregate amount beneficially owned by each reporting person

483,300 (See Item 5)

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13 Percent of class represented by amount in Row (11)

3.1%

14 Type of reporting person (see instructions)

IA

Item 1. Security and Issuer.

This Amendment No. 1 to Schedule 13D (this Schedule 13D or Statement) amends and restates the initial Statement of Beneficial Ownership on Schedule 13D filed with the Securities and Exchange Commission (the SEC) on December 10, 2010 relating to the shares of common stock, \$0.001 par value per share (the Shares) of Red Robin Gourmet Burgers, Inc. (the Issuer), whose principal executive offices are located at 6312 S. Fiddler s Green Circle, Suite 200N, Greenwood Village, CO 80111.

Item 2. Identity and Background.

This Schedule 13D is filed by the Oak Street Reporting Persons and the Kovitz Reporting Persons (each as defined below and collectively, the Reporting Persons).

(1) Oak Street Reporting Persons.

(a), (b), (c) and (f).

The Oak Street Reporting Persons are Oak Street Capital SPV 1 LP (Oak Street SPV), Oak Street Capital Master Fund, Ltd. (Oak Street Master), Oak Street Capital Management, LLC (Oak Street Management), David Makula and Patrick Walsh.

Oak Street Management, a Delaware limited liability company, is the general partner of Oak Street SPV, a limited partnership organized under the laws of the State of Delaware. Mr. Makula is the sole member and sole manager of Oak Street Management. Set forth on Schedule A annexed hereto, is the name and present occupation or employment of the directors of Oak Street Master, a Cayman Island exempted company.

The principal business of Oak Street SPV and Oak Street Master, is investing in securities. The principal business of Oak Street Management is serving as the investment manager of Oak Street SPV, Oak Street Capital and various other managed accounts (the Oak Street Accounts). Mr. Makula is the sole member and sole manager of Oak Street Capital Management. The principal occupation of Mr. Makula is serving as the sole manager of Oak Street Management. The principal occupation of Mr. Walsh is serving as a Senior Partner of Oak Street Management. Mr. Makula and Mr. Walsh are citizens of the United States of America.

The business address of the Oak Street Reporting Persons is 111 S. Wacker Drive, 33rd Floor, Chicago, Illinois 60606.

(d) and (e). During the last five years, none of the Oak Street Reporting Persons have been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(2) Kovitz Reporting Persons.

(a), (b), (c) and (f).

The Kovitz Reporting Persons are Kovitz Investment Group, LLC (Kovitz Investment Group), Mr. Mitchell A. Kovitz and Mr. Jonathan A. Shapiro.

Kovitz Investment Group, a Delaware limited liability company, is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. Mr. Kovitz is the Chief Executive Officer, Co-Chief Investment Officer and a member of Kovitz Investment Group. Mr. Shapiro is the Vice President, Co-Chief Investment Officer and a member of Kovitz Investment Group.

The principal business of Kovitz Investment Group is providing investment advisor and management services to various managed accounts (the Kovitz Accounts). The principal occupation of Mr. Kovitz is serving as the Chief Executive Officer and Co-Chief Investment Officer of Kovitz Investment Group. The principal occupation of Mr. Shapiro is serving as the Vice President and Co-Chief Investment Officer of Kovitz Investment Group. Mr. Kovitz and Mr. Shapiro are citizens of the United States of America.

The business address of the Kovitz Reporting Persons is 115 S. LaSalle St. 27th Floor Chicago, IL 60603.

Set forth on Schedule A annexed hereto, is the name and present occupation or employment of each member of Kovitz Investment Group.

(d) and (e). During the last five years, none of the Kovitz Reporting Persons have been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a