

Makula David
Form 4
August 18, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Oak Street Capital Management,
LLC

(Last) (First) (Middle)

111 SOUTH WACKER DRIVE,
33RD FLOOR

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RED ROBIN GOURMET
BURGERS INC [RRGB]

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/16/2011		D		15,400	D	\$ 34.11 (4)
							659,835
							I
							See footnotes (1) (2) (3)
Common Stock	08/17/2011		D		8,388	D	\$ 33.01 (6)
							651,447
							I
							See footnotes (1) (3) (5)

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oak Street Capital Management, LLC 111 SOUTH WACKER DRIVE, 33RD FLOOR CHICAGO, IL 60606	X			
Oak Street Capital Master Fund, Ltd. 111 SOUTH WACKER DRIVE, 33RD FLOOR CHICAGO, IL 60606	X			
Oak Street Capital SPV 1 LP 111 SOUTH WACKER DRIVE, 33RD FLOOR CHICAGO, IL 60606	X			
Makula David 111 SOUTH WACKER DRIVE, 33RD FLOOR CHICAGO, IL 60606	X			

Signatures

/s/ Annita M. Menogan
Attorney-in-Fact

08/18/2011

__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).

- (1) Mr. Makula is a member of the issuer's board of directors. Oak Street Capital Management, LLC ("Capital Management") is the general partner of Oak Street Capital SPV 1 LP ("SPV Fund") and the sole investment manager of Oak Street Capital Master Fund, Ltd. ("Master Fund"). The principal business of Capital Management is serving as the investment manager of the SPV Fund, the Master Fund and

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various managed accounts (the "Oak Street Accounts"). Mr. Makula is the sole manager and sole member of Capital Management. Capital Management, the SPV Fund, the Master Fund and Mr. Makula shall be referred to herein as the "Reporting Persons."

As of August 16, 2011, Capital Management had an indirect pecuniary interest in 657,566 Shares, which consisted of (i) 382,276 Shares directly held by the SPV Fund; (ii) 258,310 Shares directly held by the Master Fund; and (iii) 16,980 Shares directly held by other Oak Street Accounts. As of August 16, 2011, Mr. Makula had a pecuniary interest in 659,835 Shares, which consisted of (i) a direct pecuniary interest in 2,269 restricted stock units directly held by him under the issuer's Amended and Restated 2007 Performance Incentive Plan; and (ii) an indirect pecuniary interest in the 657,566 Shares in which Capital Management had a direct pecuniary interest.

- (3) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

The price reported is a weighted average price. The Shares were sold in multiple transactions at prices ranging from \$33.74 to \$34.615, inclusive. The Reporting Persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares sold at each separate price within the range set forth in this footnote.

- (5) As of August 17, 2011, Capital Management had an indirect pecuniary interest in 649,178 Shares, which consisted of (i) 375,659 Shares directly held by the SPV Fund; (ii) 256,663 Shares directly held by the Master Fund; and (iii) 16,856 Shares directly held by other Oak Street Accounts. As of August 17, 2011, Mr. Makula had a pecuniary interest in 651,447 Shares, which consisted of (i) a direct pecuniary interest in 2,269 restricted stock units directly held by him under the issuer's Amended and Restated 2007 Performance Incentive Plan; and (ii) an indirect pecuniary interest in the 649,178 Shares in which Capital Management had a direct pecuniary interest.

- (6) The price reported is a weighted average price. The Shares were sold in multiple transactions at prices ranging from \$33.00 to \$33.06, inclusive. The Reporting Persons undertake to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares sold at each separate price within the range set forth in this footnote.

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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