

Makula David  
 Form 3  
 December 20, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Makula David		(Month/Day/Year)	RED ROBIN GOURMET BURGERS INC [RRGB]	
(Last)	(First)	(Middle)	12/08/2010	
111 SOUTH WACKER, 33RD FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CHICAGO, IL 60606			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	855,366	I	See Notes 1, 2 and 3. <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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

(1) serving as the investment manager of the SPV Fund, the Master Fund and 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."

Capital Management has an indirect pecuniary interest in 855,366 shares of common stock of the issuer ("Shares"), which consists of (i) 440,824 Shares directly held by the SPV Fund; (ii) 397,894 Shares directly held by the Master Fund and (iii) 16,648 Shares directly held by other Oak Street Accounts. Mr. Makula has an indirect pecuniary interest in the 855,366 Shares in which Capital Management has an indirect pecuniary interest.

(2)

The Reporting Persons filed a Schedule 13D with the Securities Exchange Commission on December 10, 2010 acknowledging that they may be deemed to be members of a group that collectively beneficially owns more than 10% of the outstanding Shares of the issuer pursuant to Section 13(d)(3) of the Exchange Act (the "Exchange Act") and Rule 13d-5(b)(1) thereunder. Accordingly, the Reporting

(3) Persons have filed this report pursuant to Exchange Act Rule 16a-1(a)(1). Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such Reporting Person is, for the purposes of Sections 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer. Each Reporting Person disclaims ownership of any securities held by the members of such group, including without limitation the other Reporting Persons, except to the extent of his or its pecuniary interest therein.

(4) The reported securities are directly held by the Master Fund.

(5) The reported securities are directly held by the SPV Fund.

(6) Capital Management has an indirect pecuniary interest in the reported securities. Mr. Makula, as sole manager and sole member of Capital Management, has an indirect pecuniary interest in the reported securities.

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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