

Edgar Filing: CHIPOTLE MEXICAN GRILL INC - Form SC 13G

CHIPOTLE MEXICAN GRILL INC
Form SC 13G
June 17, 2008

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2 (b)

(Amendment No.)

Chipotle Mexican Grill, Inc.

(Name of Issuer)

Class A Common Stock, \$0.01 par value

(Title of Class of Securities)

169656105

(CUSIP Number)

June 5, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in 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 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. 169656105

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Shumway Capital Partners LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

904,563

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

904,563

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

904,563

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.22%

12. TYPE OF REPORTING PERSON

IA, OO

CUSIP No. 169656105

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Chris W. Shumway

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

904,563

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

904,563

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

904,563

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.22%

12. TYPE OF REPORTING PERSON*

IN

* Chris W. Shumway's deemed beneficial ownership of the shares listed may be attributed to him through an entity which he owns and controls.

CUSIP No. 169656105

Item 1(a). Name of Issuer:

Chipotle Mexican Grill, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1543 Wazee Street, Suite 200
Denver, Colorado 80202
United States of America

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Item 2(a). Name of Persons Filing:

Shumway Capital Partners LLC
Chris W. Shumway

Item 2(b). Address of Principal Business Office, or if None, Residence of Persons Filing:

Shumway Capital Partners LLC
One Fawcett Place
Greenwich, CT 06830
United States of America

Chris W. Shumway
c/o Shumway Capital Partners LLC
One Fawcett Place
Greenwich, CT 06830
United States of America

Item 2(c). Citizenship:

Shumway Capital Partners LLC: Delaware
Chris W. Shumway: United States of America

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

Class A Common Stock, \$0.01 par value

Item 2(e). CUSIP Number:

169656105

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

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- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Shumway Capital Partners LLC: 904,563
Chris W. Shumway: 904,563

(b) Percent of class:

Shumway Capital Partners LLC: 6.22%
Chris W. Shumway: 6.22%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote
Shumway Capital Partners LLC: 0
Chris W. Shumway: 0
- (ii) Shared power to vote or to direct the vote
Shumway Capital Partners LLC: 904,563
Chris W. Shumway: 904,563
- (iii) Sole power to dispose or to direct the disposition of
Shumway Capital Partners LLC: 0
Chris W. Shumway: 0
- (iv) Shared power to dispose or to direct the disposition of
Shumway Capital Partners LLC: 904,563
Chris W. Shumway: 904,563

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following [].

N/A

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

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such

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securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

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

If a group has filed this schedule pursuant to s.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to s.240.13d-1(c) or s.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certifications.

By signing below each of the Reporting Persons certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held 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.

June 16, 2008

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(Date)

Shumway Capital Partners LLC

By: /s/ Chris W. Shumway

Name: Chris W. Shumway
Title: Authorized Signatory

/s/ Chris W. Shumway

Chris W. Shumway

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

EXHIBIT A

AGREEMENT

The undersigned agree that this Schedule 13G dated June 16, 2008 relating to the Class A Common Stock, \$0.01 par value, of Chipotle Mexican Grill, Inc., shall be filed on behalf of the undersigned.

Shumway Capital Partners LLC

By: /s/ Chris W. Shumway

Name: Chris W. Shumway
Title: Authorized Signatory

/s/ Chris W. Shumway

Chris W. Shumway

SK 03971 0010 891058