

CHIPOTLE MEXICAN GRILL INC  
Form 8-K  
February 01, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 1, 2012

**CHIPOTLE MEXICAN GRILL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-32731**  
(Commission  
File Number)

**84-1219301**  
(I.R.S. Employer  
Identification No.)

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**1401 Wynkoop Street, Suite 500**

**Denver, CO 80202**

*(Address of principal executive offices) (Zip Code)*

**Registrant's telephone number, including area code: (303) 595-4000**

**Not Applicable**

*(Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On February 1, 2012 Chipotle Mexican Grill, Inc. issued a press release announcing earnings and other financial results for its fiscal quarter and year ended December 31, 2011, and that management would review these results in a conference call at 4:30 p.m. Eastern time on February 1, 2012.

**Item 8.01 Other Events.**

On February 1, 2012, Chipotle Mexican Grill, Inc. announced that its Board of Directors has authorized repurchases of Chipotle common stock with a total aggregate purchase price of \$100 million, exclusive of commissions. This repurchase authorization is in addition to previously-announced repurchase authorizations totaling \$300 million. The Board's authorization of the repurchase program may be modified, suspended, or discontinued at any time.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit 99.1 Chipotle Mexican Grill, Inc. Press Release, dated February 1, 2012

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Chipotle Mexican Grill, Inc.

*February 1, 2012*

*By: /s/ John R. Hartung  
Name: John R. Hartung  
Title: Chief Financial Officer*

**Exhibit Index**

Exhibit 99.1    Chipotle Mexican Grill, Inc. Press Release, dated February 1, 2012