

EINSTEIN NOAH RESTAURANT GROUP INC

Form 424B3

April 16, 2013

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Filed Pursuant to Rule 424(b)(3)

Registration File No. 333-187621

*Prospectus*

## **Einstein Noah Restaurant Group, Inc.**

### **10,733,469 Shares of Common Stock**

This prospectus relates to the resale of up to 10,733,469 shares of our common stock that are currently outstanding and held by Greenlight Capital, L.L.C. and its affiliates ( Greenlight ). The Company is not selling any shares of our common stock under this prospectus and will not receive any proceeds from the sale of such shares. A selling shareholder, or its pledgees, donees, assignees, transferees or successors-in-interest, may offer the shares from time to time through ordinary brokerage transactions, transactions in which brokers solicit purchases, negotiated transactions, or in a combination of such methods of sale, at prevailing market prices, at prices related to prevailing market prices or at privately negotiated prices. We cannot predict when or in what amounts a selling shareholder may sell any of the shares offered by this prospectus.

This prospectus provides a general description of the securities the selling shareholders may offer and the plan of distribution therefor. Each time the selling shareholders sell securities, specific terms of such transaction may be provided in a supplement to this prospectus, to the extent required. Any prospectus supplement may also add, update or change information contained in this prospectus. Any statement contained in this prospectus is deemed modified or superseded by any inconsistent statement contained in an accompanying prospectus supplement. You should carefully read this prospectus and any prospectus supplement, as well as the documents incorporated by reference into this prospectus, before you invest.

Our common stock is registered under Section 12(b) of the Securities Exchange Act of 1934 (the Exchange Act ) and is listed on the Nasdaq Global Select Market and traded under the symbol BAGL. On April 15, 2013, the closing sale price of our common stock on such market was \$14.05 per share. You are urged to obtain current market quotations for our common stock.

**Investing in our common stock involves significant risks. See Risk Factors beginning on page 4 to read about factors you should consider before buying shares of our common stock.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is April 16, 2013

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**ABOUT THIS PROSPECTUS**

In this prospectus, the Company, we, us, and our and similar terms refer to Einstein Noah Restaurant Group, Inc. References to our common stock refer to the common stock, par value \$.001 per share, of Einstein Noah Restaurant Group, Inc.

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or SEC, using the shelf registration process. Under this shelf registration process, the selling shareholders may, from time to time, sell the offered securities in one or more offerings. Additionally, under the shelf process, in certain circumstances, we may provide a prospectus supplement that will contain specific information about the terms of a particular offering by one or more of the selling shareholders. We may also provide a prospectus supplement to add information to, or update or change information contained in, this prospectus. To the extent there is a conflict between the information contained in this prospectus and the prospectus supplement, you should rely on the information in the prospectus supplement, provided that if any statement in one of these documents is inconsistent with a statement in another document having a later date—for example, a document incorporated by reference in this prospectus or any prospectus supplement—the statement in the later-dated document modifies or supersedes the earlier statement.

The information contained in this prospectus, in any prospectus supplement or in any document incorporated by reference is accurate only as of its date, regardless of the time of delivery of this prospectus or any sale of common stock. You should read both this prospectus and any applicable prospectus supplement together with the additional information about our company to which we refer you in the sections of this prospectus entitled Where You Can Find More Information.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. In addition, we have made forward-looking statements in our filings, and we may make forward-looking statements in future filings, with the SEC, that are incorporated by reference in this prospectus. Forward-looking statements involve risks and uncertainties that may cause our actual results, performance or achievements to be materially different from any future performance or achievements expressed or implied by these forward-looking statements. Factors that might cause actual events or results to differ materially from those indicated by these forward-looking statements may include matters such as future economic performance, general economic conditions, consumer preferences and spending, costs, competition, new product execution, restaurant openings or closings, operating margins, the availability of acceptable real estate locations, the sufficiency of our cash balances and cash generated from operating and financing activities for our future liquidity and capital resource needs, growth of franchise and licensing, the impact on our business as a result of Federal and/or State legislation including, but not limited to, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules promulgated thereunder, future litigation and other matters, and are generally accompanied by words such as: believes, anticipates, plans, intends, estimates, predicts, targets, expects, and similar expressions that convey the uncertainty of future events or outcomes. These risks and uncertainties include, but are not limited to, the risk factors discussed under Risk Factors and matters described in this prospectus generally.

Our forward-looking statements speak only as of the date the statement is made. We do not undertake any obligation to update or revise any forward-looking statements to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events, except as may be required under applicable law. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained or incorporated by reference in this filing will in fact occur. Given these uncertainties, you should not place undue reliance on our forward-looking statements.

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**PROSPECTUS SUMMARY**

*This summary is not complete and does not contain all of the information you should consider before investing in the securities offered by this prospectus. You should read this summary together with the entire prospectus and the other documents identified under the headings "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference" in this prospectus, including our financial statements, the notes to those financial statements, before making an investment decision. See "Risk Factors" on page 4 and in the Annual Report on Form 10-K for the fiscal year ended January 1, 2013, which is incorporated by reference into this prospectus, for a discussion of the risks involved in investing in our securities.*

**Company Overview**

Einstein Noah Restaurant Group, Inc. is a Delaware corporation operating primarily under the Einstein Bros. Bagels, Noah's New York Bagels and Manhattan Bagel Company brands. We commenced operations as an operator and franchisor of coffee cafes in 1993. Substantial growth in our restaurant counts have occurred organically and through a series of acquisitions. Our largest acquisition was in 2001 when we acquired substantially all the assets of Einstein/Noah Bagel Corp. We have also grown by opening company-owned restaurants, working with franchisees on development agreements and promoting the licensing of our brand.

We are the largest owner/operator, franchisor and licensor of bagel specialty restaurants in the United States. As of January 1, 2013, we had 816 restaurants in 39 states and in the District of Columbia. In January 2013, we opened an Einstein Bros. franchise in Montana, our fortieth state. As a leading fast-casual restaurant chain, our restaurants specialize in high-quality foods for breakfast, lunch and afternoon snacks in a bakery-café atmosphere with a neighborhood emphasis. Collectively, our concepts span the nation with Einstein Bros. restaurants, Noah's restaurants in California and Manhattan Bagel restaurants concentrated in eight states primarily in the Northeast. Currently, our Einstein Bros. and Noah's are predominantly company-owned or licensed and our Manhattan Bagel restaurants are predominantly franchised.

Our product offerings include fresh-baked bagels and other bakery items baked on-site, made-to-order breakfast and lunch sandwiches on a variety of bagels, breads or wraps, gourmet soups and salads, assorted pastries, premium coffees and an assortment of snacks. Our manufacturing and independent distribution network delivers high-quality ingredients that are delivered fresh to our restaurants. We seek to create an inviting atmosphere which enables us to attract a diverse group of customers, approximately 60% women and 40% men, primarily in the middle to upper-middle income brackets within our breakfast traffic.

We believe that controlling the development, sourcing, manufacturing and distribution of our key products is an important element in ensuring both quality and profitability. To support this strategy, we have developed proprietary recipes, invested in processing technology and manufacturing capacity, and aligned ourselves with strategic suppliers.

We also believe that through franchising and licensing, we are able to increase our geographic footprint and brand recognition. This allows us to generate additional revenues without incurring significant additional expenses, such as those for capital commitments and rents, and avoid many of the other risks associated with opening new company-owned restaurants.

**Corporate Information**

Our principal executive offices are located at 555 Zang Street, Suite 300, Lakewood, Colorado, our telephone number at that address is (303) 568-8000 and our Internet address is [www.einsteinnoah.com](http://www.einsteinnoah.com). The information on our Internet website is not incorporated by reference into this prospectus, and you should not consider it to be a part of this document. Our website address is included as an inactive textual reference only. Unless the context otherwise requires, references in this prospectus to the Company, we, us, and our refer to Einstein Noah Restaurant Group, Inc.

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**The Offering**

Issuer	Einstein Noah Restaurant Group, Inc.
Shares of common stock offered by us	None
Shares of common stock offered by the selling stockholders	10,733,469
Shares of common stock outstanding before this offering	17,305,660 (as of March 27, 2013)
Shares of common stock outstanding after the completion of this offering, assuming the sale of all shares offered hereby	17,305,660 (without regard to option exercises and other unrelated transactions, if any, affecting the number of our shares outstanding)
Use of proceeds	We will not receive any proceeds from the resale of the common stock by the selling stockholders
Risk Factors	Investing in our securities involves a high degree of risk. See the Risk Factors section of this prospectus on page 4 and in the documents we incorporate by reference in this prospectus for a discussion of factors that you should consider carefully before deciding to invest in our securities.

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**RISK FACTORS**

*An investment in our securities is speculative and involves a high degree of risk. You should carefully consider the risks below relating to our common stock and the additional risks relating to our business and our industry under the heading **Risk Factors** beginning on page 10 of our Annual Report on Form 10-K for the fiscal year ended January 1, 2013, filed with the SEC on March 1, 2013, incorporated by reference in this prospectus (which risks may be update, amended or supplemented from time to time in the future by other documents we file with the SEC), the other information in this prospectus and the documents incorporated by reference before deciding to invest in our securities. If any of the risks actually occur, our business, results of operations, financial condition and cash flows could be materially adversely affected, the trading price of our common stock could decline significantly, and you might lose all or part of your investment. Additional risks and uncertainties that we are unaware of or that we believe are not material at this time could also materially adversely affect our business, financial condition or results of operations. In any case, the value of our securities could decline, and you could lose all or part of your investment. You should also refer to our financial statements and the notes to those statements, which are incorporated by reference in this prospectus. For more information, see **Where You Can Find More Information** and **Incorporation of Certain Documents by Reference**.*

***We have a majority stockholder and are a controlled company .***

Greenlight beneficially owns approximately 62.0% of our common stock as of March 29, 2013. As a result, Greenlight has sufficient voting power, without the vote of any other stockholders, to determine what matters will be submitted for approval by our stockholders, to elect all of the members of our board of directors, and to determine whether a change in control of the Company occurs. Greenlight's interests on matters submitted to stockholders may be different from those of other stockholders. Greenlight has voted its shares to elect our current board of directors, and the chairman of our board of directors was an employee of Greenlight until February 2011, when he retired from Greenlight.

We have listed our common stock on the NASDAQ Global Market. NASDAQ rules require us to have an audit committee consisting entirely of independent directors. However, under NASDAQ rules, if a single stockholder holds more than 50% of the voting power of a listed company, that company is considered a **controlled company**, and is exempt from several other corporate governance rules, including the requirement that companies have a majority of independent directors and independent director involvement in the selection of director nominees and in the determination of executive compensation. As a result, our stockholders do not have, and may never have, the protections that these rules are intended to provide. We currently have a majority of independent directors on the board of directors and an audit committee and a compensation committee that each consist entirely of independent directors. We do not have a nominating committee; however, all directors participate in the consideration of director nominees.

***Future sales of shares of our common stock by our stockholders could cause our stock price to fall.***

If a substantial number of shares of our common stock are sold in the public market, the market price of our common stock could fall. The perception among investors that these sales will occur could also produce this effect. Sales of our common stock by our majority stockholder, Greenlight, or a perception that Greenlight will sell their shares, pursuant to this prospectus or otherwise, could cause a decrease in the market price of our common stock.

***A change of control of the Company under our credit agreement would require us to amend the credit agreement or obtain a waiver thereunder.***

Our credit agreement contains customary provisions regarding an event of default in the event of a **change of control** of the Company, which includes a person or group of related persons (other than Greenlight) acquiring beneficial ownership or voting control over 30% or more of the Company's outstanding stock. In the event of a transaction pursuant to this offering that resulted in another person or group of related persons acquiring such a position in the Company's stock, we would be required to obtain such an amendment or waiver from our lenders to avoid an event of default thereunder.

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This prospectus relates to the offer and sale from time to time of up to an aggregate of 10,733,469 shares of common stock for the account of the selling shareholders referred to in this prospectus. We will not receive any proceeds from the sale of shares by the selling shareholders.

**SELLING SHAREHOLDERS**

The shares of common stock which may be sold by the selling shareholders pursuant to this prospectus consist of an aggregate of 10,733,469 shares held by Greenlight.

Greenlight currently beneficially owns approximately 62.0% of our common stock as of March 29, 2013. As a result, Greenlight has sufficient voting power, without the vote of any other stockholders, to determine what matters will be submitted for approval by our stockholders, to elect all of the members of our board of directors, and to determine whether a change in control of the Company occurs. E. Nelson Heumann is the chairman of our board of directors and retired from Greenlight in February 2011. Greenlight has beneficially owned more than 50% of our common stock since 2003.

The following table sets forth information about the selling shareholders as of March 29, 2013. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to shares of our common stock. The percentages of shares owned before and after the offering are based on 17,305,660 shares of our common stock outstanding as of March 27, 2013, which includes the outstanding shares of common stock offered by this prospectus. The actual number of shares of our common stock covered by this prospectus and included in the registration statement of which this prospectus forms a part, includes additional shares of our common stock that may be issued with respect to our common stock as a result of stock splits, stock dividends, reclassifications, recapitalizations, combinations or similar events. Unless otherwise indicated below, to our knowledge, the selling shareholders have sole voting and investment power with respect to their shares of common stock.

Name of Selling Shareholder	Class	Beneficial Ownership Before Offering		Shares that may be Offered by this Prospectus	Beneficial Ownership After Offering	
		Number of Shares Owned (2)	Percent (3)		Number of Shares Owned (2)	Percent (3)
Greenlight Capital, L.L.C. and its affiliates (1)	Common Stock	10,733,469	62.0%	10,733,469	0	0%

(1) Based on an amendment to Schedule 13D filed with the SEC on January 17, 2012. Greenlight Capital L.L.C., a Delaware limited liability company, beneficially owns 4,361,656 shares of Common Stock of the Issuer. Of these shares, 1,030,926 are held by Greenlight Capital, L.P., a Delaware limited partnership, and 3,330,730 are held by Greenlight Capital Qualified, L.P., a Delaware limited partnership. Greenlight Capital, Inc., a Delaware corporation, beneficially owns 8,876,611 shares of Common Stock of the Issuer. Of these shares, 1,030,926 are held by Greenlight Capital, L.P.; 3,330,730 are held by Greenlight Capital Qualified, L.P.; and 4,514,955 are held by Greenlight Capital Offshore Partners, a British Virgin Islands partnership. DME Advisors GP, L.L.C., a Delaware limited liability company, beneficially owns 1,856,858 shares of Common Stock of the Issuer. Of these shares, 750,000 are also beneficially owned by DME Advisors, L.P., a Delaware limited partnership, and 1,106,858 are also beneficially owned by DME Capital Management, L.P., a Delaware limited partnership. The 750,000 shares of Common Stock beneficially owned by DME Advisors, L.P. are held by a managed account. Of the 1,106,858 shares of Common Stock beneficially owned by DME Capital Management, L.P., 312,482 shares of Common Stock are held by Greenlight Capital Offshore Master (Gold), Ltd., a British Virgin Islands company and 794,376 shares of Common Stock are held by Greenlight Capital (Gold), L.P., a Delaware limited partnership. DME Management GP, L.L.C., a Delaware limited liability company, also beneficially owns the 794,376 shares of Common Stock of the Issuer held by Greenlight Capital (Gold), L.P. Mr. David Einhorn beneficially owns 10,733,469 shares of Common Stock of the Issuer. Pursuant to Rule 13d-4, each of the Selling Shareholders noted above disclaims such beneficial ownership except to the extent of their respective pecuniary interests therein.

(2) Beneficial ownership is determined in accordance with Rule 13d-3 under the Exchange Act and includes shares to which the shareholder has sole or shared voting power or investment power and also any shares that the shareholder has the right to acquire within 60 days of the date hereof, whether through the exercise or conversion of any stock option, convertible security, warrant or other right. The number of shares indicated as owned after the offering assumes the sale of all shares offered by this prospectus.

(3) Calculated based on 17,305,660 shares of our common stock outstanding on March 27, 2013.



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We do not know when or in what quantities the selling shareholders may offer shares for sale. The selling shareholders might not sell any or all of the shares offered by this prospectus. Because the selling shareholders may offer all or some of the shares pursuant to this offering, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the shares, we cannot estimate the number of the shares that will be held by the selling shareholders after completion of the offering. For purposes of the table above, however, we have assumed that, after completion of the offering, none of the shares covered by this prospectus will be held by the selling shareholders and that, during the offering, there will be no other sales or purchases of common stock by the selling shareholders.

Any supplement to this prospectus may contain additional or varied information about the selling shareholders and any of their pledgees, donees, assignees, transferees and successors-in-interest who may later hold their shares of common stock other than as a result of a public sale.

### **PLAN OF DISTRIBUTION**

The selling shareholders or any of their pledgees, donees, assignees and successors-in-interest may, from time to time, sell any or all of their common shares on the Nasdaq Global Select Market or any other stock exchange, market or trading facility on which the shares are traded or in privately negotiated transactions. These sales may be at fixed, negotiated or market prices. The selling shareholders may use any one or more of the following methods when selling shares:

ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

settlement of short sales entered into after the date of this prospectus;

broker-dealers may agree with the selling shareholder to sell a specified number of such shares at a stipulated price per share;

a combination of any such methods of sale;

through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise; or

any other method permitted pursuant to applicable law.

The selling shareholders may also sell shares under Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"), if available, rather than under this prospectus. Broker-dealers engaged by the selling shareholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling shareholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated, but, except as set forth in a supplement to this prospectus, not in excess of customary brokerage commissions.

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In connection with the sale of the common stock or interests therein, the selling shareholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the common stock in the course of hedging the positions they assume. The selling shareholders may also, on or after the date of this prospectus, sell the common stock short or short against the box and deliver these securities to close out their short positions, or loan or pledge the common stock to broker-dealers that in turn may sell these securities. The selling shareholders may also enter into option or other transactions with broker-dealers or other financial

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institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

The selling shareholders and any broker-dealers or agents that are involved in selling the shares may be deemed to be underwriters within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such persons and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. The selling shareholders have informed the Company that currently there are no written or oral agreements or understandings, directly or indirectly, with any person to distribute the shares to be sold hereunder. There is no underwriter or coordinating broker acting in connection with the proposed sale of the shares by the selling shareholders at this time. The selling shareholders, however, may enter into one or more agreements with brokers or other agents to facilitate any of the sales methods noted herein.

The shares to be sold hereunder will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws.

Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the shares to be sold hereunder may not simultaneously engage in market making activities with respect to the common stock for a period of two business days prior to the commencement of the distribution. In addition, the selling shareholders will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of common stock by the selling shareholders or any other person.

Because the selling shareholders may be deemed to be underwriters within the meaning of the Securities Act, they will be subject to the prospectus delivery requirements of the Securities Act. We will make copies of this prospectus available to the selling shareholders to the extent required under the Securities Act. We may pay some or all of the fees and expenses incurred incident to the registration of the shares other than underwriting or selling commissions or fees.

## **LEGAL MATTERS**

The validity of the common stock offered by this prospectus will be passed upon for us by Rhonda J. Parish, our Chief Legal, People and Risk Officer. Ms. Parish beneficially owns common stock, options to acquire common stock and restricted stock units in an aggregate amount of less than 1% of our total outstanding shares of common stock.

## **EXPERTS**

The financial statements, schedules, and management's assessment of the effectiveness of internal control over financial reporting incorporated by reference in this prospectus and elsewhere in the registration statement have been so incorporated by reference in reliance upon the reports of Grant Thornton LLP, independent registered public accountants, upon the authority of said firm as experts in accounting and auditing in giving said reports.

## **WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can inspect and copy such reports at the SEC's Public Reference Room at 100 F Street, N.E., Washington D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC, including us.

We have filed with the SEC a registration statement on Form S-3 to register the common shares that are being offered in this prospectus. This prospectus is part of the registration statement. Each time the selling shareholders sell shares of our common stock under the registration statement of which this prospectus is a part, the selling shareholders will provide a prospectus and any prospectus supplement containing specific information about

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the terms of the applicable offering, as and to the extent required by law. Such prospectus supplement may add, update or change information contained in this prospectus. You should read this prospectus and any applicable prospectus supplement together with the additional information described above before you decide whether to invest in our common stock. This prospectus does not include all of the information contained in the registration statement. For further information about us and the common stock offered in this prospectus, you should review the registration statement, which is available at the SEC's Internet site. You can inspect or copy the registration statement, at prescribed rates, at the SEC's public reference facilities at the address listed above.

### **INCORPORATION BY REFERENCE**

The SEC allows us to incorporate by reference the information we file with the SEC. This permits us to disclose important information to you by referencing these filed documents. Any information referenced in this way is considered part of this prospectus, and any information filed with the SEC subsequent to this prospectus will automatically modify or supersede the prior information to the extent that the subsequent information modifies or conflicts with the prior information. We incorporate by reference the documents listed below which have been filed with the SEC:

Annual Report on Form 10-K for the fiscal year ended January 1, 2013 filed with the SEC on March 1, 2013, including portions of our proxy statement for the 2013 annual meeting of our stockholders, filed with the SEC on March 26, 2013, to the extent specifically incorporated by reference therein; and

the description of the Company's common stock set forth in the Registration Statement on Form 8-A filed with the SEC on June 5, 2007, under the Exchange Act, and any amendment or report filed for the purpose of updating that description.

In addition, all documents filed by us under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus but before the termination of this offering are deemed to be incorporated by reference into this prospectus and will constitute a part of this prospectus from the date of filing of those documents. You should read the information incorporated by reference because it is an important part of this prospectus.

Any statement made in this prospectus concerning a document incorporated by reference will be considered to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any subsequently filed document that is incorporated by reference modifies or supersedes such statement. Any statement that is modified or superseded will not, except as so modified or superseded, constitute a part of this prospectus.

The Company will provide without charge, upon written or oral request, a copy of any or all of the documents which are incorporated by reference in this prospectus, including any exhibits which are specifically incorporated by reference into such documents. Requests should be directed to our principal executive offices as follows:

Attn: Secretary

555 Zang Street, Suite 300

Lakewood, Colorado 80228

(303) 568-8000

These documents are also available at the SEC's website at [www.sec.gov](http://www.sec.gov).