

Edgar Filing: RED ROBIN GOURMET BURGERS INC - Form SC 13G/A

RED ROBIN GOURMET BURGERS INC
Form SC 13G/A
February 09, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
Amendment No. 1 (1)

RED ROBIN GOURMET BURGERS, INC.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

75689M 10 1

(CUSIP Number)

December 31, 2003

(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)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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 ("Act") 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.75689M 10 1

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

Skylark Co., Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROU (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

| | |
|-----------|----------------------|
| NUMBER OF | 5. SOLE VOTING POWER |
| SHARES | -0- (1) |

| | |
|--------------|------------------------|
| BENEFICIALLY | 6. SHARED VOTING POWER |
| OWNED BY | N/A |

| | |
|-----------|---------------------------|
| EACH | 7. SOLE DISPOSITIVE POWER |
| REPORTING | -0- (1) |

| | |
|--------|-----------------------------|
| PERSON | 8. SHARED DISPOSITIVE POWER |
| WITH | N/A |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0- (1)

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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(1) Skylark Co., Ltd. sold all of its share of Red Robin Gourmet Burgers, Inc. in a public offering pursuant to a registration statement filed by Red Robin Gourmet Burgers, Inc. on Form S-3 under the Securities Act of 1933, as amended. Immediately prior to the sale, Skylark Co., Ltd. directly held 1,603,448 shares of common stock of Red Robin Gourmet Burgers, Inc. The remaining 355,225 shares of common stock were held indirectly by Skylark Co., Ltd. through Hibari Guam Corporation, an indirect wholly owned subsidiary of Skylark Co., Ltd. Hibari Guam also sold all of its shares in the public offering.

Item 1(a). Name of Issuer:

Red Robin Gourmet Burgers, Inc.

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

5575 DTC Parkway, Suite 110, Greenwood Village, Colorado 80111

Item 2(a). Name of Person Filing:

Skylark Co., Ltd.

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

1-25-8 Nishikubo, Musashinoshi, Tokyo 180-8580 Japan

Item 2(c). Citizenship:

Japan

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

Common Stock

Item 2(e). CUSIP Number:

75689M 10 1

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:

Not applicable.

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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: -0- (see cover page)

(b) Percent of class: 0.0% (see cover page)

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

(i) Sole power to vote or to direct the vote: -0- (see cover page)

(ii) Shared power to vote or to direct the vote: N/A

(iii) Sole power to dispose or to direct the disposition of:
-0- (see cover page)

(iv) Shared power to dispose or to direct the disposition of: N/A

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 [X].

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

Not applicable.

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

Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group:

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Not applicable.

Item 10. Certification:

Not applicable.

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.

DATE: February 2, 2004

SKYLARK CO., LTD.,
a Japan corporation

By: /s/ Hajime Tanaka

Name: Hajime Tanaka
Title: Director