

CHIPOTLE MEXICAN GRILL INC

Form 8-K

June 10, 2010

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): June 8, 2010

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 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of shareholders of Chipotle Mexican Grill, Inc. was held on June 8, 2010. At the annual meeting, shareholders voted in favor of the re-election of three incumbent directors, Al Baldocchi, Neil Flanzraich and Darlene Friedman, to our Board of Directors, and in favor of the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2010. The final voting results were as follows:

(1) Election of directors:

Nominee	Votes For	Votes Withheld	Abstentions	Broker Non-Votes
Al Baldocchi	25,500,729	230,898		3,518,346
Neil Flanzraich	24,726,234	1,005,393		3,518,346
Darlene Friedman	25,453,540	278,087		3,518,346

(2) Ratification of the appointment of Ernst & Young LLP as independent auditors:

Votes For	Votes Against	Abstentions	Broker Non-Votes
29,061,369	174,358	14,246	

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.

June 10, 2010

Chipotle Mexican Grill, Inc.

By: /s/ Jack Hartung

Name: Jack Hartung

Title: Chief Financial Officer