

RED ROBIN GOURMET BURGERS INC
Form SC 13G/A
February 09, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3) *

Red Robin Gourmet Burgers, Inc.
(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE
(Title of Class of Securities)

75689M101
(CUSIP Number)

December 31, 2005
(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 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. 75689M101

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Forstmann-Leff Associates, LLC
52-2169043

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

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(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 None
	6 SHARED VOTING POWER None
	7 SOLE DISPOSITIVE POWER None
	8 SHARED DISPOSITIVE POWER None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

NONE (includes shares beneficially owned by FLA Asset Management, LLC)

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

IA, OO

CUSIP NO. 75689M101

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1 NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FLA Asset Management, LLC
52-2169045

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

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NUMBER OF SHARES	None
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER
	None
	7 SOLE DISPOSITIVE POWER
	None
	8 SHARED DISPOSITIVE POWER
	None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

IA, OO

CUSIP NO. 75689M101

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Item 1(a) NAME OF ISSUER:

Red Robin Gourmet Burgers, Inc.

Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

6312 S. Fiddler's Green Circle, Suite 200N
Greenwood Village, CO 80111

Item 2(a) NAME OF PERSON FILING:

See Item 1 of the cover pages attached hereto

Item 2(b) Address of Principal Business Office, or if none, residence:

590 Madison Avenue
New York, New York 10022

Item 2(c) CITIZENSHIP:

See Item 4 of the cover pages attached hereto

Item 2(d) TITLE OF CLASS OF SECURITIES:

Common Stock, \$.001 par value

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Item 2(e) CUSIP NUMBER:

75689M101

Item 3 Forstmann-Leff Associates, LLC, a Delaware limited liability company, is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940 (the "Act"). FLA Asset Management, LLC, a Delaware limited liability company, is a registered investment adviser under the Act and a subsidiary of Forstmann-Leff Associates, LLC.

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Item 4 OWNERSHIP:

- (a) Amount beneficially owned:
See Item 9 of the cover pages attached hereto
- (b) Percent of Class:
See Item 11 of the cover pages attached hereto
- (c) See Items 5 through 8 of the cover pages attached hereto

Item 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable

Item 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

This statement is being filed to report that as of December 31, 2005, the reporting persons ceased to be a beneficial owner of more than 5% of the Common Stock of Red Robin Gourmet Burgers, Inc.

Item 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

Item 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

Item 9 NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

Item 10 CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 that purpose or effect.

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SIGNATURES

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.

February 9, 2006

FORSTMANN-LEFF ASSOCIATES, LLC

By: /s/ Kristin Mariani
Chief Compliance Officer

FLA ASSET MANAGEMENT, LLC

By: Forstmann-Leff Associates, LLC,
its Sole Member

By: /s/ Kristin Mariani
Chief Compliance Officer

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Exhibit A

AGREEMENT

The undersigned, Forstmann-Leff Associates, LLC, and FLA Asset Management, LLC, agree that the statement to which this exhibit is appended is filed on behalf of each of them.

February 9, 2006

FORSTMANN-LEFF ASSOCIATES, LLC

By: /s/ Kristin Mariani
Chief Compliance Officer

FLA ASSET MANAGEMENT, LLC

By: Forstmann-Leff Associates, LLC,
its Sole Member

By: /s/ Kristin Mariani

Chief Compliance Officer