

CHIPOTLE MEXICAN GRILL INC  
Form 8-K  
February 11, 2009

**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 11, 2009

**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)  
**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)

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- “ 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 11, 2009, Chipotle Mexican Grill, Inc. issued a press release announcing earnings and other financial results for its fiscal quarter and year ended December 31, 2008, and that management would review these results in a conference call at 5:00 p.m. Eastern Time on February 11, 2009.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit 99.1 Chipotle Mexican Grill, Inc. Press Release, dated February 11, 2009

**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 11, 2009*

*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 11, 2009