

CHIPOTLE MEXICAN GRILL INC  
Form 8-K  
May 16, 2014

**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): May 15, 2014**

**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.**

Chipotle Mexican Grill, Inc. held its annual meeting of shareholders on May 15, 2014. At the annual meeting, shareholders voted on the matters set forth below. The final voting results were as follows:

(1) Election of directors:

| Nominee           | Votes For  | Votes Withheld | Abstentions | Broker Non-Votes |
|-------------------|------------|----------------|-------------|------------------|
| John Charlesworth | 25,206,634 | 621,451        | —           | 2,314,998        |
| Monty Moran       | 25,458,387 | 369,698        | —           | 2,314,998        |
| Kimbal Musk       | 25,504,327 | 323,758        | —           | 2,314,998        |

(2) An advisory vote to approve the compensation of our executive officers as disclosed in our proxy statement:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 6,028,920 | 19,767,860    | 31,305      | 2,314,998        |

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

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 27,357,891 | 737,888       | 47,304      | —                |

(4) Proposal to approve the Chipotle Mexican Grill, Inc. Amended and Restated 2011 Stock Incentive Plan:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 11,592,902 | 14,207,440    | 27,743      | 2,314,998        |

(5) An advisory vote on a shareholder proposal requesting that we issue an annual sustainability report meeting specified criteria:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 6,980,248 | 15,342,761    | 3,505,076   | 2,314,998        |

(6) An advisory vote on a shareholder proposal requesting that we eliminate supermajority voting:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 19,536,508 | 6,260,524     | 31,053      | 2,314,998        |

**Item 8.01 Other Events.**

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On May 15, 2014, the independent directors of Chipotle's Board of Directors appointed Jeff Kindler to serve as Lead Director of the Board. A description of the roles and responsibilities of the Lead Director is included in the Chipotle Mexican Grill, Inc. Corporate Governance Guidelines, available at <http://ir.chipotle.com/phoenix.zhtml?c=194775&p=irol-govGuidelines>.

**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.

*May 16, 2014*

By: /s/ Monty Moran

*Name: Monty Moran*

*Title: Co-Chief Executive Officer*