

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*