

Texas Roadhouse, Inc.  
Form 8-K  
October 02, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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): **September 30, 2009**

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**TEXAS ROADHOUSE, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-50972**  
(Commission File Number)

**20-1083890**  
(IRS Employee Identification  
No.)

**6040 Dutchmans Lane, Suite 400**

**Louisville, KY 40205**

(Address of Principal Executive Offices) (Zip Code)

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(502) 426-9984

(Registrant's telephone number, including area code)

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))
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**Item 8.01. Other Events.**

On September 30, 2009, pursuant to a provision in the Registrant's Amended and Restated Certificate of Incorporation (the "Certificate"), each share of the Registrant's Class B Common Stock converted (the "Conversion") automatically into one share of the Registrant's Class A Common Stock. Immediately following the Conversion, and also pursuant to the Certificate, the Registrant's Class A Common Stock was redesignated as Common Stock.

Before the Conversion, W. Kent Taylor, the Registrant's Chairman, held all outstanding shares of Class B Common Stock.

On October 1, 2009, the Registrant had 70,282,269 shares of Common Stock outstanding.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**TEXAS ROADHOUSE, INC.**

Dated: October 2, 2009

By:

/s/ Scott M. Colosi  
Scott M. Colosi  
Chief Financial Officer