

CHIPOTLE MEXICAN GRILL INC  
Form 8-K  
March 21, 2008

**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): March 19, 2008

**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.)

**1543 Wazee Street, Suite 200**  
**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):

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- .. 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 19, 2008, the Board of Directors of Chipotle Mexican Grill, Inc. approved amendments to the Chipotle Mexican Grill, Inc. Restated Bylaws to specifically allow for the issuance of uncertificated shares of any class of the company's capital stock. The Restated Bylaws as in effect prior to these amendments did not contemplate issuance of uncertificated shares of capital stock.

The full text of Chipotle's Restated Bylaws, as amended, is set forth as Exhibit 3.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 3.1 Chipotle Mexican Grill, Inc. Restated Bylaws, as amended March 19, 2008.

**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.

*March 19, 2008*

By: /s/ John R. Hartung

*Name: John R. Hartung*

*Title: Chief Financial Officer*

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Chipotle Mexican Grill, Inc. Restated Bylaws, as amended March 19, 2008.