

CHIPOTLE MEXICAN GRILL INC

Form 8-K

May 22, 2012

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 21, 2012

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 8.01 Other Events.

On May 21, 2012, representatives of the office of the U.S. Attorney for the District of Columbia (or USAO) informed Chipotle that the USAO is conducting an investigation into possible criminal securities law violations relating to our employee work authorization verification compliance and related disclosures and statements. This investigation is in addition to previously-disclosed investigations by the U.S. Department of Homeland Security, including its Immigration and Customs Enforcement arm, as well as the USAO and the U.S. Securities and Exchange Commission, into our compliance with employee work authorization verification requirements and related disclosures and statements. We intend to continue to fully cooperate in the government's investigations.

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 22, 2012

By: /s/ John R. Hartung

Name: John R. Hartung

Title: Chief Financial Officer