

CHIPOTLE MEXICAN GRILL INC
Form DEFA14A
May 06, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CHIPOTLE MEXICAN GRILL, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

May 5, 2014

Dear Shareholder,

We have previously sent to you proxy materials for the annual meeting of shareholders of Chipotle Mexican Grill, Inc., which will be held on May 15, 2014. **The Board of Directors recommends a vote FOR each candidate for director, FOR proposals 2, 3 and 4, and AGAINST proposals 5 and 6.**

Your vote is important, no matter how many or how few shares you own. **Please take the time to vote your shares TODAY** by telephone, *via* the Internet, or by signing, dating and returning the enclosed proxy card in the postage-paid envelope provided.

Sincerely,

Steve Ells

Founder, Chairman & Co-CEO

Monty Moran

Co-CEO

YOUR VOTE IS IMPORTANT!

Remember, you can vote your shares by telephone or *via* the Internet.

Please follow the easy instructions on the enclosed proxy card.

If you have any questions, or need assistance in voting

your shares, please call our proxy solicitor,

INNISFREE M&A INCORPORATED

TOLL-FREE, at 1-888-750-5834.

Additional Information

Chipotle has retained Innisfree M&A Incorporated to act as a proxy solicitor in conjunction with the annual meeting. Innisfree may assist us in soliciting proxies by telephone and by other means. We anticipate paying Innisfree a fee of \$30,000 plus reasonable out-of-pocket expenses for proxy solicitation services.