

CHIPOTLE MEXICAN GRILL INC
Form DEFA14A
April 07, 2008

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

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- | | |
|--|--|
| <input type="checkbox"/> Preliminary Proxy Statement | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> Definitive Proxy Statement | |
| <input checked="" type="checkbox"/> Definitive Additional Materials | |
| <input type="checkbox"/> 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):

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:

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on 5/21/08.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The following materials are available for view:

Notice and Proxy Statement / Annual Report / Form 10-K

To view this material, have the 12-digit Control #(s) available and visit: www.proxyvote.com

If you want to receive a paper or e-mail copy of the above listed documents you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below on or before 5/7/08.

To request material: **Internet:** www.proxyvote.com **Telephone:** 1-800-579-1639 ****Email:** sendmaterial@proxyvote.com

If requesting material by e-mail please send a blank e-mail with the **12-digit Control# (located on the following page) in the subject line. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

CHIPOTLE MEXICAN GRILL, INC.

CHIPOTLE MEXICAN GRILL, INC.

1543 WAZEE STREET

SUITE 200

DENVER, CO 80202

Vote By Internet

To vote *now* by Internet, go to WWW.PROXYVOTE.COM.

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

Vote In Person

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

1-BROADRIDGEXXXXXXXXXXXXXXXXXXXXXXXXXXXX40

2-FINANCIAL SOLUTIONSXXXXXXXXXXXXXXXXXXXX40

3-ATTENTION:XXXXXXXXXXXXXXXXXXXXXXXXXXXX40

4-TEST PRINT

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7-NY

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PAGE A (OF DUPLEX A/B)

Meeting Location

The Annual Meeting for holders as of 3/31/08

is to be held on 5/21/08 at 8:00 a.m. MDT
at: The Oxford Hotel

1600 Seventeenth Street

Denver, Colorado

For directions to the Annual Meeting log on to

<http://www.theoxfordhotel.com/directions.htm>

PAGE B (OF DUPLEX A/B)

Voting items

**THE BOARD OF DIRECTORS RECOMMEND A VOTE
FOR ITEMS 1, 2, 3, 4 AND 5.**

1. ELECTION OF DIRECTORS

Nominees:

- 01) John S. Charlesworth
- 02) Montgomery F. Moran

- 2. Proposal to approve the Chipotle Mexican Grill, Inc. Amended and Restated 2006 Cash Incentive Plan.
- 3. Proposal to approve the Chipotle Mexican Grill, Inc. Amended and Restated 2006 Stock Incentive Plan.
- 4. Proposal to approve the Chipotle Mexican Grill, Inc. Employee Stock Purchase Plan.
- 5. Proposal to ratify the selection of Ernst & Young LLP as the company's independent registered public accounting firm for the 2008 fiscal year.
- 6. In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.

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