

CHIPOTLE MEXICAN GRILL INC
Form SC 13G/A
June 10, 2008

CUSIP No. 169656105

13G/A

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A

Information to be included in Statements filed pursuant to Rules 13d-1(b), (c),
and (d) and Amendments thereto filed pursuant to Rule 13d-2

(Amendment No. 1) (1)

CHIPOTLE MEXICAN GRILL, INC.
(Name of Issuer)

Class A Common Stock, par value \$0.01
(Title of Class of Securities)

169656105
(CUSIP Number)

May 21, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

- (1) The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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No Exhibit Index

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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Turner Investment Partners, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

	5	SOLE VOTING POWER	
		398,159	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
		0	
	7	SOLE DISPOSITIVE POWER	
		506,470	
	8	SHARED DISPOSITIVE POWER	
		0	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

506,470

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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ITEM 1.

(a) Name of Issuer: Chipotle Mexican Grill, Inc.

(b) Address of Issuer's Principal Executive Offices: 1543 Wazee Street,
Suite 200 Denver,
CO 80202

ITEM 2.

(a) - (c) Name, Principal Business Address and Citizenship of Person Filing:

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Turner Investment Partners, Inc.
1205 Westlakes Drive, Suite 100
Berwyn, PA 19312
Citizenship: Pennsylvania

- (d) Title of Class of Securities: Class A Common Stock, par value \$0.01
- (e) CUSIP Number: 169656105

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

- (a)-(b) Amount beneficially owned and percent of class. On May 21, 2008, Turner Investment Partners, Inc.'s ("Turner") beneficial ownership of the Class A Common Stock, par value \$0.01 ("Common Stock" or "Shares") of Chipotle Mexican Grill, Inc. ("Issuer") decreased to 990,708 Shares, representing 6.8% of the issued and outstanding Common Stock of the Issuer. On

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May 29, 2008, Turner's beneficial ownership decreased to 506,470 Shares, representing 3.5% of the issued and outstanding Common Stock of the Issuer; on such date, Turner ceased to be beneficial owner of more than 5% of the issued and outstanding Common Stock of the Issuer. (Beneficial ownership has been calculated based upon 14,533,855 Shares outstanding as of April 21, 2008 as disclosed in the Issuer's Quarterly Report or Form 10-Q for the quarter ended March 31, 2008, as filed with the Securities and Exchange Commission on April 24, 2008.)

- (c) Number of shares as to which such person has as of May 29, 2007:

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- (i) Sole power to vote or to direct the vote: 398,159
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 506,470
- (iv) Shared power to dispose or direct the disposition of: 0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following. [X]

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

The securities in respect of this Schedule 13G, which is filed by Turner Investment Partners, Inc. in its capacity as an investment adviser, are owned of record by clients. Those clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

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ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 10, 2008

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Date

Turner Investment Partners, Inc.

By: /s/ Brian F. McNally

Name: Brian F. McNally
Title: General Counsel and Chief
Compliance Officer