

CHIPOTLE MEXICAN GRILL INC

Form 8-A12B

September 22, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

Chipotle Mexican Grill, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

84-1219301

(I.R.S. Employer Identification No.)

1543 Wazee Street, Suite 200 Denver, Colorado

(Address of principal executive offices)

80202

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. **X**

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. **O**

Securities Act registration statement file number to which this form relates: **333-137177**.

Securities to be registered pursuant to Section 12(b) of the Act:

Title Of Each Class
To Be So Registered

Name Of Each Exchange On Which
Each Class Is To Be Registered

Class B Common Stock,
\$0.01 Par Value

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant's Securities to be Registered.

The Description of Capital Stock section included in the Registrant's Registration Statement on Form S-4 (SEC File No. 333-137177), as amended from time to time, which Registration Statement was initially filed with the Securities and Exchange Commission on September 8, 2006, is incorporated herein by reference.

Item 2. Exhibits.

Exhibit

No.	Description	Reference
3.1	Restated Certificate of Incorporation of the Registrant, as amended to date and as currently in effect	Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1, originally filed on October 25, 2005, as amended (the IPO Registration Statement).
3.2	Restated Bylaws of the Registrant, as amended to date and as currently in effect	Incorporated by reference to Exhibit 3.2 to the IPO Registration Statement
4	Specimen stock certificate for Class B Common Stock	Incorporated by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2005, filed on March 17, 2006.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Chipotle Mexican Grill, Inc.

Date: September 21, 2006

By:

/s/ Steve Ells
Steve Ells
Chief Executive Officer

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Exhibit Index

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