

CHIPOTLE MEXICAN GRILL INC
Form DEFA14A
March 30, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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:

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):

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:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 25, 2017.**

CHIPOTLE MEXICAN GRILL, INC.

CHIPOTLE MEXICAN GRILL, INC.

1401 WYNKOOP ST, STE 500

DENVER, CO 80202

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 27, 2017
Date: May 25, 2017 **Time:** 8:00 A.M., Mountain Time
Location: The Westin Denver Downtown
1672 Lawrence Street
Denver, Colorado 80202

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

COMBINED PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit:
www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- | | |
|-------------------------|-----------------------------------|
| 1) <i>BY INTERNET:</i> | <i>www.proxyvote.com</i> |
| 2) <i>BY TELEPHONE:</i> | <i>1-800-579-1639</i> |
| 3) <i>BY E-MAIL*:</i> | <i>sendmaterial@proxyvote.com</i> |

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 11, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

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.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

SHAREHOLDER MEETING REGISTRATION

To register to attend the meeting, go to the Register for Meeting link at www.proxyvote.com. Please refer to the Proxy Statement for additional information regarding admission procedures at the meeting.

Voting Items

The Board of Directors recommends you vote FOR the following:

1. Election of Eight Directors

Nominees:

| | | | |
|-----|-------------------|-----|--------------------|
| 01) | Al Baldocchi | 05) | Robin Hickenlooper |
| 02) | Paul T. Cappuccio | 06) | Kimbal Musk |
| 03) | Steve Ells | 07) | Ali Namvar |
| 04) | Neil Flanzraich | 08) | Matthew H. Paull |

The Board of Directors recommends you vote FOR the following proposal:

2. An advisory vote to approve the compensation of our executive officers as disclosed in the proxy statement (say-on-pay).

The Board of Directors recommends you vote 1 year on the following proposal:

3. An advisory vote on the frequency of future say-on-pay votes.

The Board of Directors recommends you vote FOR the following proposal:

4. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2017.

The Board of Directors recommends you vote AGAINST the following proposal:

5. A shareholder proposal, if properly presented at the meeting, requesting that the Board of Directors implement changes to Chipotle's governing documents to lower the threshold for shareholders to call special meetings of shareholders to an aggregate of 15% of our outstanding common stock.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

