# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM 8-K

### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 8, 2024

## CHIPOTLE MEXICAN GRILL, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 1-32731 (Commission File Number)

84-12193 (I.R.S. Emplo Identification

610 Newport Center Drive Newport Beach, CA 92660 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (949) 524-4000

Not Applicable (Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing oble registrant under any of the following provisions (see General Instruction A.2. below):		
	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)	
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)	
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 24	
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 24	
Securities registered pursuant to Section 12(b) of the Act:		

Title of each class Symbol(s)

Common stock, par value \$0.01 per Share

CMG

Name of each exponential symbol(s)

CMG

New York Stock In the share Stock In the share Symbol share Stock In the share Symbol share Sym

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 chapter).

Emerging growth company $\square$
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended for complying with any new or revised financial accounting standards provided pursuant to Section Exchange Act. $\Box$

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Cofficers; Compensatory Arrangements of Certain Officers.

On July 8, 2024, Jack Hartung notified Chipotle Mexican Grill, Inc. ("Chipotle") of his decision to retire fr effective March 31, 2025. Mr. Hartung currently serves as Chipotle's Chief Financial and Administrative Chipotle's principal accounting officer, and has served as Chipotle's Chief Financial Officer since 2002.

Adam Rymer, a 15-year Chipotle veteran, will assume the role of Chief Financial Officer, beginning Janua Mr. Rymer, 42, joined Chipotle in 2009 and currently serves as Vice President of Finance and oversees C Corporate Finance, Field Finance and Investor Relations functions. During his entire tenure at Chipotle, reported directly or indirectly to and been mentored by Jack Hartung and has held a variety of finance poincreasing responsibility.

Mr. Hartung will continue in his current position through the end of the year and will remain with Chipotamarch 31, 2025 to help ensure a smooth transition.

In addition, Jamie McConnell will assume the role of Chipotle's Chief Accounting and Administrative Offi January 1, 2025, reporting to Mr. Rymer. Since joining Chipotle in 2018, Ms. McConnell, 45, has reported and been mentored by Jack Hartung. She currently serves as Vice President, Controller, with responsibil Corporate Accounting, Financial Reporting, Tax, Internal Audit, Accounting Shared Services, Licensing a functions.

No adjustments will be made to Mr. Rymer's or Ms. McConnell's compensation at this time. There is no a understanding between Mr. Rymer or Ms. McConnell and any other person pursuant to which either will there are no family relationships, as defined in Item 401 of Regulation S-K, between either Mr. Rymer or and any of Chipotle's executive officers or directors; and there are no transactions in which either Mr. Ryms. McConnell has an interest requiring disclosure under Item 404(a) of Regulation S-K.

#### **Item 7.01 Regulation FD Disclosure.**

On July 9, 2024, Chipotle issued a press release announcing the changes described above. A copy of the attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed "file purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or increference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as sha set forth by specific reference in such a filing.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit <u>Number</u>	Exhibit Title or Description
99.1	Press release issued by Chipotle Mexican Grill, Inc. on July 9, 2024
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline document)

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this signed on its behalf by the undersigned hereunto duly authorized.

July 9, 2024

Chipotle Mexican Grill, Inc.

By: /s/ Roger Theodoredis

General Counsel & Chief Legal Officer