

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 101(b) of the Securities Exchange Act. ☐

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

On July 8, 2024, Jack Hartung notified Chipotle Mexican Grill, Inc. (“Chipotle”) of his decision to retire from Chipotle, effective March 31, 2025. Mr. Hartung currently serves as Chipotle’s Chief Financial and Administrative Officer, and has served as 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 January 1, 2025. Mr. Rymer, 42, joined Chipotle in 2009 and currently serves as Vice President of Finance and oversees Chipotle’s Corporate Finance, Field Finance and Investor Relations functions. During his entire tenure at Chipotle, Mr. Rymer has reported directly or indirectly to and been mentored by Jack Hartung and has held a variety of finance positions with increasing responsibility.

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

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

No adjustments will be made to Mr. Rymer’s or Ms. McConnell’s compensation at this time. There is no understanding between Mr. Rymer or Ms. McConnell and any other person pursuant to which either will receive compensation or benefits in connection with their departure from Chipotle. There are no family relationships, as defined in Item 401 of Regulation S-K, between either Mr. Rymer or Ms. McConnell and any of Chipotle’s executive officers or directors; and there are no transactions in which either Mr. Rymer or Ms. 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 press release is 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 “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be specifically set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
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 XBRL 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 Theodoreis
General Counsel & Chief Legal Officer