

MCDONALDS CORP  
Form 425  
July 31, 2006

**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 31, 2006**

**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)

**84-1219301**  
(I.R.S. Employer  
Identification No.)

**1543 Wazee Street, Suite 200**  
**Denver, CO 80202**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(303) 595-4000**

**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 obligation of the 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 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On July 31, 2006, Chipotle Mexican Grill, Inc. issued a press release announcing earnings and other financial results for its fiscal quarter ended June 30, 2006, and that management would review these results in a conference call at 5:00 p.m. Eastern Time on Monday, July 31, 2006.

**Item 8.01 Other Events.**

McDonald's Corporation announced that it intends to dispose of its remaining interest in Chipotle through a tax-free exchange of shares of Chipotle class B common stock for McDonald's stock, subject to market conditions.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit 99.1      Chipotle Mexican Grill, Inc. Press Release, dated July 31, 2006

**SIGNATURE**

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

Chipotle Mexican Grill, Inc.

*July 31, 2006*

*By:*

*/s/ John R. Hartung*

*Name: John R. Hartung*

*Title: Chief Financial and Development Officer*

**Exhibit Index**

<u>Exhibit</u>	<u>Chipotle Mexican Grill, Inc. Press Release, dated July 31, 2006</u>
<u>99.1</u>	