



1401 WYNKOOP STREET, SUITE 500
DENVER, CO 80202

February 12, 2016

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F. Street, N.E.
Washington, D.C. 20549

Via e-mail to shareholderproposals@sec.gov

Re: Chipotle Mexican Grill, Inc. - Withdrawal of No-Action Request Letter
Shareholder Proposal of Jennifer McDowell

Ladies and Gentlemen:

By letter dated December 30, 2015, Chipotle Mexican Grill, Inc. (the "Company"), submitted to the staff of the Division of Corporation Finance (the "Staff") a no-action request (the "No-Action Request Letter") relating to the Company's intention to exclude from the proxy materials for its 2016 Annual Meeting of Shareholders (the "2016 Proxy Materials") a shareholder proposal and statement in support thereof (the "Shareholder Proposal") received from Jennifer McDowell (the "Proponent").

Enclosed as Exhibit A is a copy of a correspondence between the Company and As You Sow, the authorized representative of the Proponent, dated February 11, 2015, agreeing to the withdrawal of the Shareholder Proposal. In reliance on the agreement reached with the Proponent, the Company respectfully advises the Staff that it hereby withdraws the No-Action Request Letter.

If the Staff has any questions with respect to the foregoing, please do not hesitate to call the undersigned at (303) 222-5978.

Sincerely,

CHIPOTLE MEXICAN GRILL, INC.

A handwritten signature in blue ink, appearing to read "Michael McGawn".

Michael McGawn
Corporate Compliance Counsel
(303) 222-5978

Cc: Conrad MacKerron, As You Sow (via e-mail to mack@asyousow.org)

Feb. 11, 2016

Mike McGawn
Corporate Counsel
Chipotle Mexican Grill
1401 Wynkoop Street, Suite 500
Denver, CO 80202

Dear Mike:

As You Sow appreciates the information received from Chipotle regarding its store recycling policies. We were pleased to learn more about your goal to reduce waste by diverting 50% of waste to landfill by 2020, and for increasing recycling and composting in Chipotle locations. Following As You Sow's submission of the enclosed shareholder proposal on behalf of Jennifer McDowell for inclusion in the 2016 proxy statement, the company has provided sufficient information to satisfy the request for a report regarding its on-site recycling policies.

As You Sow agrees to withdraw the resolution in consideration of the information provided to us by the company about its recycling, composting, and waste reduction policies. We agree to work with the company to obtain advance approval if we seek to make public the additional information provided to us.

The company agrees to consider future requests for information from As You Sow on its waste diversion policies, subject to considerations of confidentiality and marketing concerns, among others. Chipotle commits to withdraw the Company's no action request submitted to the SEC in response to As You Sow's shareholder proposal.

This agreement will become effective on the date the last party below executes this agreement. As You Sow confirms that it is authorized to act on behalf of each of the stockholder proponent cited above.

As You Sow:



Conrad MacKerron
Senior Vice President

Chipotle



Mike McGawn
Corporate Counsel