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Texas Roadhouse, Inc.

Extract: Charter Amended/Restated (Plain English Desc), Charter Amendment (Plain English Desc) (Inactive) from a [8-K](#) on 05/17/2024

[SEC Document](#)

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On May 16, 2024, as described below, upon the recommendation of the Board of Directors of Texas Roadhouse, Inc., a Delaware corporation (the "**Company**"), the Company's shareholders approved amendments to the Company's Amended and Restated Certificate of Incorporation to (i) provide for the exculpation of certain of the Company's officers from liability in specific circumstances as permitted by Delaware law and (ii) remove any and all references to shares of \$0.001 par value Class B Common Stock (together, the "**Amendments**"), as further described in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 5, 2024.

The Amendments became effective upon the filing of a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company on May 16, 2024 (the "**Certificate of Amendment**"). Subsequently, the Company also filed a Restated Certificate of Incorporation of the Company (the "**Restated Certificate**") integrating the Amendments.