

SOKOLOFF JONATHAN D

Form 4

May 11, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOKOLOFF JONATHAN D

(Last) (First) (Middle)

11111 SANTA MONICA
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Shake Shack Inc. [SHAK]

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|
| | | | Code | V Amount (A) or (D) Price | | | | |
| Class A Common Stock | 05/09/2018 | | S | 187,490 (1) | D \$ 58.85 (2) | 1,741,440 (3) | I | See footnote (4) |
| Class A Common Stock | 05/09/2018 | | S | 12,510 (5) | D \$ 59.41 (6) | 1,728,930 (7) | I | See footnote (4) |
| Class A Common Stock | 05/10/2018 | | S | 46,960 (8) | D \$ 58.24 (9) | 1,681,970 (10) | I | See footnote (4) |
| Class A Common | 05/10/2018 | | S | 253,040 (11) | D \$ 58.97 (13) | 1,428,930 (13) | I | See footnote |

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| | | | | | | | |
|----------------------------|------------|---|-----------------|---|---------------------|-------------------|--------------|
| Stock | | | | | (12) | | (4) |
| Class A Common Stock | 05/11/2018 | S | 127,440 (14) | D | \$ 58.59 (15) | 1,301,490 (16) | I (4) |
| Class A Common Stock | | | | | | 642 (17) | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---|---|---|---|---|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 34.62 | | | | | 05/19/2017(18) 05/19/2026 | Class A Common Stock 2,003 |
| Employee Stock Option (right to buy) | \$ 21 | | | | | 01/29/2016(20) 01/29/2025 | Class A Common Stock 8,251 |
| Class B Common Stock | (21) | | | | | (21) (22) | Class A Common Stock (21) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SOKOLOFF JONATHAN D 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | X | X | | |

Signatures

/s/ Andrew C. Goldberg,
attorney-in-fact

05/11/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares of Class A common stock, par value \$0.001 per share ("A-Common") sold by Green Equity Investors VI, L.P. ("GEI VI"), Green Equity Investors Side VI, L.P. ("GEI Side VI"), and LGP Malted Coinvest LLC ("Malted"). Of the shares of A-Common sold, 112,337 were sold by GEI VI, 66,953 were sold by GEI Side VI, and 8,200 were sold by Malted. GEI VI's, GEI Side VI's, and Malted's A-Common, together with GEI VI's and Malted's B-Common and LLC Interests, are collectively referred to herein as the "Equity Interests."

(2) This transaction was executed in multiple trades at prices ranging from \$58.34 to \$59.335. The price reported above reflects the weighted average sale price. Mr. Sokoloff hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of Shares and prices at which the trades were effected.

(3) Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 263,600 are owned by GEI VI, 1,458,600 are owned by GEI Side VI, and 19,240 are owned by Malted.

(4) Mr. Sokoloff directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares owned by GEI VI, GEI Side VI, and Malted. Mr. Sokoloff disclaims beneficial ownership of the shares owned by each of GEI VI, GEI Side VI, and Malted, except to the extent of his pecuniary interest in GEI VI and GEI Side VI, and this report shall not otherwise be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(5) Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 7,495 were sold by GEI VI, 4,468 were sold by GEI Side VI, and 547 were sold by Malted.

(6) This transaction was executed in multiple trades at prices ranging from \$59.34 to \$59.50. The price reported above reflects the weighted average sale price. Mr. Sokoloff hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of Shares and prices at which the trades were effected.

(7) Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 256,105 are owned by GEI VI, 1,454,132 are owned by GEI Side VI, and 18,693 are owned by Malted.

(8) Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 28,136 were sold by GEI VI, 16,770 were sold by GEI Side VI, and 2,054 were sold by Malted.

(9) This transaction was executed in multiple trades at prices ranging from \$57.49 to \$58.485. The price reported above reflects the weighted average sale price. Mr. Sokoloff hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of Shares and prices at which the trades were effected.

(10) Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 227,969 are owned by GEI VI, 1,437,362 are owned by GEI Side VI, and 16,639 are owned by Malted.

(11) Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 151,612 were sold by GEI VI, 90,362 were sold by GEI Side VI, and 11,066 were sold by Malted.

(12)

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This transaction was executed in multiple trades at prices ranging from \$58.49 to \$59.15. The price reported above reflects the weighted average sale price. Mr. Sokoloff hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of Shares and prices at which the trades were effected.

(13) Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 76,357 are owned by GEI VI, 1,347,000 are owned by GEI Side VI, and 5,573 are owned by Malted.

(14) Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 76,357 were sold by GEI VI, 45,510 were sold by GEI Side VI, and 5,573 were sold by Malted.

(15) This transaction was executed in multiple trades at prices ranging from \$58.19 to \$58.87. The price reported above reflects the weighted average sale price. Mr. Sokoloff hereby undertakes to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of Shares and prices at which the trades were effected.

(16) Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 0 are owned by GEI VI, 1,301,490 are owned by GEI Side VI, and 0 are owned by Malted.

(17) Represents shares of A-Common of the Issuer underlying restricted stock units awarded to the reporting person pursuant to the Issuer's 2-15 Incentive Award Plan, as amended, and the Issuer's Non-Employee Director Compensation Policy on June 12, 2017. The restricted stock units represent the right to receive shares of A-Common and vest on June 12, 2018, subject to the reporting person's continued service with the Issuer.

(18) These options vested on May 19, 2017.

The options reported on this row were granted in respect of Mr. Sokoloff's service on the Issuer's board of directors and are held by Mr. Sokoloff for the benefit of Leonard Green & Partners, L.P. Of the 10,254 options reported, 8,251 vested on January 29, 2016 and 2,003 vested on May 19, 2017.

(20) These options vested on January 29, 2016.

(21) Pursuant to the terms of the Amended and Restated Certificate of Incorporation of the Issuer, shares of B-Common can be paired with LLC Interests on a one-to-one basis and tendered to the Issuer in exchange for shares of A-Common (or cash, at the Issuer's election).

(22) Not applicable.

(23) Represents shares of B-Common owned by GEI VI and Malted. Of the shares of B-Common reported on this row, 2,183,698 are owned by GEI VI and 159,389 are owned by Malted.

Mr. Sokoloff directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the Equity Interests.

(24) Mr. Sokoloff disclaims beneficial ownership of the Equity Interests held by each of GEI VI, GEI Side VI, and Malted except to the extent of his pecuniary interest in GEI VI and GEI Side VI, and this report shall not otherwise be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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