

Shake Shack Inc.
Form 4
March 07, 2017

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 *
UTTJZ JEFFREY J

(Last) (First) (Middle)

**C/O SHAKE SHACK INC., 24
UNION SQUARE EAST, 5TH
FLOOR**

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
CLASS A COMMON STOCK	03/03/2017		M	(A) Amount 138,000 (1)	\$ 21 148,000	D	
CLASS A COMMON STOCK	03/03/2017		S	(D) Amount 138,000 (2)	\$ 33.028 10,000 (5) (3) (4)	D	
CLASS B COMMON STOCK					171,579 (6)	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right to Buy)	\$ 21	03/03/2017		M	138,000	(7) 01/29/2025	CLASS A COMMON STOCK
Common Membership Interests	(8)					(8) (8)	CLASS A COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
UTTZ JEFFREY J C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X Chief Financial Officer

Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Jeffrey J. Uttz

03/07/2017

__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 ("Class A Stock") of Shake Shack Inc. (the "Issuer") that were obtained upon the Reporting Person's cashless exercise of the option to purchase 138,000 shares of Class A Stock.
- (2) Represents the sale of shares of Class A Stock of the Issuer that were acquired in a cashless exercise of the Reporting Person's option to purchase 138,000 shares of Class A Stock.
- (3) The transaction was executed in multiple trades at prices ranging from 32.8000 to \$33.5400. The price reported above reflects the weighted average sales price.

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(4) The Reporting Person 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 transaction was effected.

(5) Represents shares of Class A Stock of the Issuer held by the Reporting Person.

(6) Represents shares of Class B Common Stock of the Issuer held by the Reporting Person.

An option to purchase 345,000 shares of Class A Stock at \$21 per share was granted to the Reporting Person on January 29, 2015. 69,000 options vested on January 29, 2016, 69,000 options vested on January 29, 2017, and the remaining 207,000 options will be forfeited in connection with the Reporting Person's resignation as CFO of the Issuer effective March 10, 2017.

(8) Represents the common membership interests in SSE Holdings, LLC (the "LLC Interests") which are redeemable for an equal number of shares of the Issuer's Class A Common Stock or, at the election of the Issuer, cash equal to the volume-weighted average market price of such shares. The LLC Interests have no expiration date.

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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