### Edgar Filing: Shake Shack Inc. - Form 4

Shake Shack Form 4	Inc.										
August 17, 20	016										
									OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check thi if no long subject to Section 10 Form 4 or	er <b>STATE</b> 6.	box <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b>									
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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							on				
(Print or Type R	Responses)										
			2. Issuer Name <b>and</b> Ticker or Trading Symbol Shake Shack Inc. [SHAK]					5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
(Last) (First) (Middle) 35 EAST 75TH STREET			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>08/15/2016</li></ul>					Director X 10% Owner    Officer (give title below)  Other (specify below)			
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK	K, NY 10021							Form filed by I Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)(A)			)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Common Stock	08/15/2016			S	2,500	D	\$ 38	5,000	D		
Class B Common Stock (1)								260,074	D		

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

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#### 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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S		Underlying S	7. Title and Amount of Jnderlying Securities Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Membership Interests	<u>(2)</u>					(3)	(3)	Class A Common Stock	260,074	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	irector 10% Owner Of		Other			
SLOATE LAURA J 35 EAST 75TH STREET NEW YORK, NY 10021		Х					
Signatures							
s/ Miriam Tauber (by POA)	08/17/2						
<u>**</u> 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).

Upon the reclassification of the Reporting Person's LLC Interests in connection with the Issuer's IPO in February 2015, the Reporting (1) Person was issued one share of Class B Common Stock for each LLC Interest. One share of Class B Common Stock must be surrendered and canceled upon conversion or redemption of each LLC Interest for Class A Common Stock, as described in fn. 2.

In connection with the Issuer's IPO, the Reporting Person's membership interests in SSE Holdings, LLC (the "LLC Interests") became convertible into an equal number of shares of Class A Common Stock on a one-for-one basis, or at the election of the issuer, redeemable

(2) for cash equal to the volume-weighted average market price of such Class A shares. Surrender of one share of Class B Common Stock is required for each LLC Interest redeemed, as described in fn. 1.

(3) The LLC Interests may be converted or redeemed at any time and 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.