

Shake Shack Inc.
Form 4
December 14, 2015

FORM 4

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

OMB APPROVAL

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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

(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)
12/10/2015

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	12/10/2015		C		94,200 (1) \$ 0	I	See footnote (2)
Class A Common Stock	12/10/2015		S		43,593 (3) \$ 43.18 (4)	I	See footnote (2)
Class A Common Stock	12/10/2015		S		6,407 (6) \$ 43.9 (7)	I	See footnote (2)
Class A Common Stock	12/11/2015		S		47,400 (9) \$ 41.55 (11)	I	See footnote

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Stock					(10)		(2)
Class A					\$		See
Common	12/11/2015		S	2,600	42.17	2,860,365	footnote
Stock				(12)	(13)	(14)	(2)

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. 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	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 21					01/29/2016 ⁽¹⁵⁾	01/29/2025	Class A Common Stock	8,200
Class B Common Stock	⁽¹⁷⁾	12/10/2015		C	94,200 ⁽¹⁸⁾	⁽¹⁷⁾	⁽¹⁹⁾	Class A Common Stock	94,200 ⁽¹⁹⁾

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/ADRIAN J. MAIZEY,
attorney-in-fact

12/14/2015

**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") issued to Green Equity Investors VI, L.P. ("GEI VI") and LGP Malted Coinvest LLC ("Malted"). The shares were issued in exchange for an equivalent number of shares of Class B common stock, par value \$0.001 per share ("B-Common") of the Issuer and limited liability company interests (the "LLC Interests") of SSE Holdings, LLC, pursuant to the exchange right described in note 17 to this Form 4. Of the newly-issued shares of A-Common reported in this row, 87,640 were issued to GEI VI, and 6,560 were issued to Malted.
- (2) 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, Green Equity Investors Side VI, L.P. ("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.
- (3) Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 26,119 were sold by GEI VI, 15,567 were sold by GEI Side VI, and 1,907 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."
- (4) This transaction was executed in multiple trades at prices ranging from \$42.67 to \$43.65. 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.
- (5) Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 176,334 are owned by GEI VI, 2,735,785 are owned by GEI Side VI, and 4,653 are owned by Malted.
- (6) Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 3,839 were sold by GEI VI, 2,288 were sold by GEI Side VI, and 280 were sold by Malted.
- (7) This transaction was executed in multiple trades at prices ranging from \$43.69 to \$44.10. 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.
- (8) Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 172,495 are owned by GEI VI, 2,733,497 are owned by GEI Side VI, and 4,373 are owned by Malted.
- (9) Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 28,400 were sold by GEI VI, 16,927 were sold by GEI Side VI, and 2,073 were sold by Malted.
- (10) This transaction was executed in multiple trades at prices ranging from \$41.15 to \$42.13. 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.
- (11) Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 144,095 are owned by GEI VI, 2,716,570 are owned by GEI Side VI, and 2,300 are owned by Malted.
- (12) Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 1,558 were sold by GEI VI, 928 were sold by GEI Side VI, and 114 were sold by Malted.
- (13) This transaction was executed in multiple trades at prices ranging from \$42.15 to \$42.24. 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.
- (14) Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 142,537 are owned by GEI VI, 2,715,642 are owned by GEI Side VI, and 2,186 are owned by Malted.
- (15) These options will vest on January 29, 2016.
- (16) 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.
- (17) 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).
- (18) Represents shares paired with LLC Interests on a one-to-one basis by GEI VI and Malted and exchanged for shares of A-Common. Of the shares of reported in this row, 87,640 were issued to GEI VI, and 6,560 were issued to Malted.

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- (19) Not applicable.
- (20) Represents shares of B-Common owned by GEI VI and Malted. Of the shares of B-Common reported on this row, 4,413,906 are owned by GEI VI and 330,388 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.
- (21) 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. 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.