SOKOLOFF JONATHAN D
Form 4
April 10, 2019

FORM 4

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

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(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)
04/08/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	04/08/2019		S[(1)]		77,030 [(2)]	D	$ 58.85 [(3)]	1,222,212 [(4)]	I	See footnote [(5)]
Class A Common Stock	04/08/2019		S[(1)]		9,182 [(6)]	D	$ 59.49 [(7)]	1,213,030 [(8)]	I	See footnote [(5)]
Class A Common Stock	04/09/2019		S[(1)]		60,286 [(9)]	D	$ 58.1 [(10)]	1,152,744 [(11)]	I	See footnote [(5)]
Class A Common	04/09/2019		S[(1)]		14,090 [(12)]	D	$ 58.66	1,138,654 [(14)]	I	See footnote

Stock						(13)			(5)
Class A Common Stock	04/10/2019		S(1)	74,578 (15)	D	$ 57.86 (16)	1,064,076 (17)	I	See footnote (5)
Class A Common Stock	04/10/2019		S(1)	14,834 (18)	D	$ 58.44 (19)	1,049,242 (20)	I	See footnote (5)
Class A Common Stock							1,032 (21)	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(22)	05/19/2026	Class A Common Stock	2,003
Employee Stock Option (right to buy)	$ 21							01/29/2016(22)	01/29/2025	Class A Common Stock	8,251
Class B Common Stock	(24)							(24)	(25)	Class A Common Stock	(24)

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		

Signatures

Andrew C. Goldberg	04/10/2019
**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted 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").

(2) Represents shares of Class A common stock, par value $0.001 per share ("A-Common") sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 46,155 were sold by GEI VI, 27,507 were sold by GEI Side VI, and 3,368 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."

(3) This transaction was executed in multiple trades at prices ranging from $58.26 to $59.25. The price reported 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.

(4) Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 422,364 are owned by GEI VI, 769,017 are owned by GEI Side VI, and 30,831 are owned by Malted.

(5) 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.

(6) Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 5,502 were sold by GEI VI, 3,278 were sold by GEI Side VI, and 402 were sold by Malted.

(7) This transaction was executed in multiple trades at prices ranging from $59.26 to $59.98. The price reported 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, 416,862 are owned by GEI VI, 765,739 are owned by GEI Side VI, and 30,429 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, 36,122 were sold by GEI VI, 21,528 were sold by GEI Side VI, and 2,636 were sold by Malted.

(10) This transaction was executed in multiple trades at prices ranging from $57.57 to $58.56. The price reported 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, 380,740 are owned by GEI VI, 744,211 are owned by GEI Side VI, and 27,793 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, 8,442 were sold by GEI VI, 5,031 were sold by GEI Side VI, and 617 were sold by Malted.

(13) This transaction was executed in multiple trades at prices ranging from $58.57 to $58.89. The price reported 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, 372,298 are owned by GEI VI, 739,180 are owned by GEI Side VI, and 27,176 are owned by Malted.

(15) Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 44,685 were sold by GEI VI, 26,633 were sold by GEI Side VI, and 3,260 were sold by Malted.

(16) This transaction was executed in multiple trades at prices ranging from $57.29 to $58.28. The price reported 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.

(17) Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 327,613 are owned by GEI VI, 712,547 are owned by GEI Side VI, and 23,916 are owned by Malted.

(18) Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 8,888 were sold by GEI VI, 5,296 were sold by GEI Side VI, and 650 were sold by Malted.

(19) This transaction was executed in multiple trades at prices ranging from $58.29 to $58.60. The price reported 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.

(20) Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 318,725 are owned by GEI VI, 707,251 are owned by GEI Side VI, and 23,266 are owned by Malted.

(21) Represents shares of A-Common of the Issuer underlying restricted stock units awarded to the reporting person pursuant to the Issuer's 2015 Incentive Award Plan, as amended, and the Issuer's Non-Employee Director Compensation Policy on June 12, 2018 and June 12, 2017. The restricted stock units represent the right to receive shares of A-Common, subject to the reporting person's continued service with the Issuer. Of the 1,032 shares of A-Common reported, 642 are fully vested and 390 will vest on June 12, 2019.

(22) These options are fully vested.

(23) 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. These options are fully vested.

(24) 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).

(25) Not applicable.

(26) Represents shares of B-Common owned by GEI VI and Malted. Of the shares of B-Common reported on this row, 867,916 are owned by GEI VI and 63,347 are owned by Malted.

(27) 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. 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.