

Shake Shack Inc.  
Form 4  
December 02, 2016

**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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Meyer Daniel Harris

(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)  
11/30/2016

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| CLASS A<br>COMMON<br>STOCK            | 11/30/2016                              |   | C                                       | 95,238<br>(1)   | A \$ 0 (1) 95,238 (2) (3)  | I   | BY LLC<br>(2) (3)   |
| CLASS A<br>COMMON<br>STOCK            | 12/01/2016                              |   | S                                       | 89,338  | D \$ 36.56<br>(4) (5) 5,900 (2) (3)  | I   | BY LLC<br>(2) (3)   |
| CLASS A<br>COMMON<br>STOCK            | 12/01/2016                              |   | S                                       | 5,900   | D \$<br>(5) (6) 37.188 0 (2) (3)   | I   | BY LLC<br>(2) (3)   |
| CLASS B                               | 11/30/2016                              |   | J                                       | 95,238  | D \$ 0 (7) 0 (8) (9)   | I   | By LLC  |

COMMON  
STOCK

(8) (9)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |
| Common<br>Membership<br>Interests                   | (10)   | 11/30/2016                              |   | C                                    | 95,238   | (10)   | (10)  | CLASS A<br>COMMON<br>STOCK          |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Meyer Daniel Harris  
C/O SHAKE SHACK INC.  
24 UNION SQUARE EAST, 5TH FLOOR  
NEW YORK, NY 10003

X X

## Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Daniel Harris  
Meyer .

12/02/2016

\*\*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 redemption of an equal number of common membership interests in SSE Holdings, LLC (the "LLC Interests"). The LLC Interests are redeemable for an equal number of shares of Class A Stock, or, at the election of the Issuer, cash equal to the volume-weighted average market price of such shares.

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- (2) Represents shares of Class A Stock of the Issuer held by Union Square Hospitality Group, LLC ("USHG"). The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- In addition, the Reporting Person holds 1,280,318 shares of Class A Stock through the Daniel H. Meyer Investment Trust d/t/d 5/15/92 (the "Investment Trust"). The Reporting Person is the grantor, trustee and beneficiary of the Investment Trust. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) The transaction was executed in multiple trades at prices ranging from \$36.0400 to \$37.0300. The price reported above reflects the weighted average sales price.
- (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) The transaction was executed in multiple trades at prices ranging from \$37.0400 to \$37.5100. The price reported above reflects the weighted average sales price.
- (6) Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of the Issuer's Class B Common Stock ("Class B Stock") are cancelled for no consideration on a one-for-one basis upon redemption of the LLC Interests for shares of Class A Stock.
- (7) Represents shares of Class B Stock held by USHG. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- In addition, the Reporting Person holds 1,270,136 shares of Class B Stock directly and 2,690,263 shares of Class B Stock indirectly through Gramercy Tavern Corp. ("GT"). The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. In addition, 590,921 shares of Class B Stock are held by the Daniel Meyer 2010 Gift Trust (the "Gift Trust"), of which the Reporting Person's spouse is a trustee and beneficiary. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (8) The LLC Interests are redeemable for an equal number of shares of Class A 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.
- (9) Represents LLC Interests held by USHG.
- In addition, the Reporting Person holds 1,270,136 LLC Interests directly and 2,690,263 LLC Interests indirectly through GT. The Reporting Person disclaims beneficial ownership of such LLC Interests except to the extent of his pecuniary interest therein. In addition, 590,921 LLC Interests are held by the Gift Trust. The Reporting Person disclaims beneficial ownership of such LLC Interests except to the extent of his pecuniary interest therein.
- (10)
- (11)
- (12)

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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