

Shake Shack Inc.
Form 4
February 24, 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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(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)

02/22/2016

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 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	02/22/2016		S	(A) or (D) Amount 19,246 (1)	\$ 40.0308 (2) (3)	1,401,072 (1)	I By Trust (1)
CLASS A COMMON STOCK	02/23/2016		S	(A) or (D) Amount 10,754 (1)	\$ 40.0801 (3) (4)	1,390,318 (1)	I By Trust (1)
CLASS B COMMON STOCK					1,270,136 (5) (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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Membership Interests	(7)							(7)	(7)	CLASS A COMMON STOCK	1,270,136

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 H. Meyer

02/24/2016

__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) Shares of the Issuer's Class A common stock ("Class A Stock") were disposed of by the Reporting Person through the Daniel H. Meyer Investment Trust d/t/d 5/15/92 (the "Investment Trust") pursuant to a 10b5-1 trading plan entered into on December 16, 2015. 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.
- (2) The transaction was executed in multiple trades at prices ranging from \$40.0000 to \$40.2800. The price reported above reflects the weighted average sales price.
- (3)

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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.

- (4) The transaction was executed in multiple trades at prices ranging from \$40.0000 to \$40.3000. The price reported above reflects the weighted average sales price.
- (5) Represents shares of the Issuer's Class B common stock ("Class B Stock") held by the Reporting Person.

The Reporting Person also holds 2,690,263 shares of Class B Stock indirectly through Gramercy Tavern Corp. ("GT") and 95,238 shares of Class B Stock indirectly through Union Square Hospitality Group, LLC. ("USHG"). In addition, 590,921 shares of Class B Stock are held by the Daniel H. Meyer 2012 Gift Trust (the "Gift Trust"), of which the Reporting Person's spouse is a trustee and beneficiary. The Reporting Person disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.

- (6) The common membership interests in SSE Holdings, LLC (the "LLC Interests") are redeemable for an equal number of shares of the 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.
- (7) 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.

- The Reporting Person also holds 2,690,263 LLC Interests indirectly through GT and 95,238 LLC Interests indirectly through USHG. In addition, 590,921 LLC Interests are held by the Gift Trust. The Reporting Person disclaims beneficial ownership of all of LLC Interests held by these entities except to the extent of his pecuniary interest therein.
- (8) addition, 590,921 LLC Interests are held by the Gift Trust. The Reporting Person disclaims beneficial ownership of all of LLC Interests held by these entities except to the extent of his pecuniary interest therein.

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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