

Shake Shack Inc.
Form 4
August 17, 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)
08/13/2015

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	08/14/2015		G		20,000	D	\$ 0
					0		0
						D	(1)
Class A Common Stock	08/13/2015		C		778,503	A	\$ 0
					(2)		4,198,828
						I	See footnote (3)
Class A Common Stock	08/13/2015		S		1,239,663	D	\$ 57.75
					(4)		2,959,165
						I	(5) See footnote (3)

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

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(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 Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 21					01/29/2016 ⁽⁶⁾ 01/29/2025	Class A Common Stock 8,
Class B Common Stock	<u>(8)</u>	08/13/2015		C	778,503 <u>(9)</u>	<u>(8)</u> <u>(10)</u>	Class A Common Stock 778

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

08/17/2015

**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") of the Issuer gifted by Jonathan D. Sokoloff to a trust, the beneficiaries of which are members of Mr. Sokoloff's family.
 - (2) Represents shares of A-Common issued to, and substantially simultaneously sold by, Green Equity Investors VI, L.P. ("GEI VI") and LGP Malted Coinvest LLC ("Malted") in connection with the closing of an underwritten secondary offering (the "Offering"). 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

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Issuer and limited liability company interests (the "LLC Interests") of SSE Holdings, LLC, pursuant to the exchange right described in note 8 to this Form 4. Of the newly-issued shares of A-Common reported in this row, 724,289 were issued to GEI VI and 54,214 were issued to Malted.

- (3) 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 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.

- (4) Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted in connection with the Offering. Of the shares of A-Common sold, 742,762 were sold by GEI VI, 442,687 were sold by GEI Side VI, and 54,214 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."

- (5) Represents shares owned by GEI VI and GEI Side VI following the Offering. Of the 2,959,165 shares of A-Common reported, 118,538 are owned by GEI VI and 2,840,627 are owned by GEI Side VI. These shares are subject to a lock-up agreement and cannot be sold without underwriter consent until 90 days after the date of the prospectus relating to the Offering.

- (6) These options will vest on January 29, 2016.

- (7) 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.

- (8) Shares of B-Common can be paired with LLC Interests on a one-to-one basis and delivered to the Issuer in exchange for shares of A-Common (or cash, at the Issuer's election); provided, that Equity Interests other than those exchanged or sold as disclosed herein are subject to a lock-up agreement and cannot be sold or transferred without underwriter consent until 90 days after the date of the prospectus relating to the Offering.

- (9) Represents shares paired with LLC Interests on a one-to-one basis by GEI VI and Malted and exchanged for shares of A-Common in connection with the Offering. Of the shares of reported in this row, 724,289 were issued to GEI VI and 54,214 were issued to Malted, respectively.

- (10) Not applicable.

- (11) Represents shares of B-Common owned by GEI VI and Malted following the Offering. Of the shares of B-Common reported on this row, 4,647,613 are owned by GEI VI and 347,881 are owned by Malted. These shares are subject to a lock-up agreement and cannot be sold without underwriter consent until 90 days after the date of the prospectus relating to the Offering.

- (12) 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.

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