Shake Shack Inc.
Form 4
July 08, 2016

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

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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 *
Green Equity Investors VI, L.P.

(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)
07/06/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	07/06/2016		S		29,582 (1)	D	$ 36.1 (2)	170,151 (3)	D (4) (5) (6)	
Class A Common Stock	07/06/2016		S		2,159 (7)	D	$ 36.1 (2)	6,158 (8)	D (4) (5) (9)	
Class A Common Stock	07/06/2016		S		17,631 (10)	D	$ 36.1 (2)	2,105,306 (11)	D (4) (5) (12)	
Class A Common	07/06/2016		S		377 (1)	D	$ 36.54	169,774 (3)	D (4) (5) (6)	

Stock					(13)		
Class A Common Stock	07/06/2016	S	27 (7)	D	$ 36.54 (13)	6,131 (8)	D (4) (5) (9)
Class A Common Stock	07/06/2016	S	224 (10)	D	$ 36.54 (13)	2,105,082 (11)	D (4) (5) (12)
Class A Common Stock	07/07/2016	S	29,958 (1)	D	$ 35.83 (14)	139,816 (3)	D (4) (5) (6)
Class A Common Stock	07/07/2016	S	2,187 (7)	D	$ 35.83 (14)	3,944 (8)	D (4) (5) (9)
Class A Common Stock	07/07/2016	S	17,855 (10)	D	$ 35.83 (14)	2,087,227 (11)	D (4) (5) (12)
Class A Common Stock	07/08/2016	S	13,123 (1)	D	$ 36.26 (15)	126,693 (3)	D (4) (5) (6)
Class A Common Stock	07/08/2016	S	958 (7)	D	$ 36.26 (15)	2,986 (8)	D (4) (5) (9)
Class A Common Stock	07/08/2016	S	7,821 (10)	D	$ 36.26 (15)	2,079,406 (11)	D (4) (5) (12)
Class A Common Stock	07/08/2016	S	16,836 (1)	D	$ 36.95 (16)	109,857 (3)	D (4) (5) (6)
Class A Common Stock	07/08/2016	S	1,228 (7)	D	$ 36.95 (16)	1,758 (8)	D (4) (5) (9)
Class A Common Stock	07/08/2016	S	10,034 (10)	D	$ 36.95 (16)	2,069,372 (11)	D (4) (5) (12)

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
Class B Common Stock	(17)							(17)	(18)	Class A Common Stock	(17)
Class B Common Stock	(17)							(17)	(18)	Class A Common Stock	(17)
Employee Stock Option (right to buy)	$ 34.62							05/19/2017(19)	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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Equity Investors VI, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green Equity Investors Side VI, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green VI Holdings, LLC 11111 SANTA MONICA BOULEVARD SUITE 2000	X	X		

LOS ANGELES, CA 90025		
GEI Capital VI, LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X
LEONARD GREEN PARTNERS LP 11111 SANTA MONICA BLVD SUITE 2000 LOS ANGELES, CA 90025	X	X
LGP MANAGEMENT INC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X
PERIDOT COINVEST MANAGER LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES,, CA 90025	X	X
LGP Malted Coinvest LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X

Signatures

/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, GEI Capital VI, LLC, the General Partner of Green Equity Investors VI, L.P.	07/08/2016
**Signature of Reporting Person	Date
/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, GEI Capital VI, LLC, the General Partner of Green Equity Investors Side VI, L.P.	07/08/2016
**Signature of Reporting Person	Date
/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, Green VI Holdings, LLC	07/08/2016
**Signature of Reporting Person	Date
/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, GEI Capital VI, LLC	07/08/2016
**Signature of Reporting Person	Date
/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, LGP Management, Inc., the General Partner of Leonard Green & Partners, L.P.	07/08/2016
**Signature of Reporting Person	Date
/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, LGP Management, Inc.	07/08/2016
**Signature of Reporting Person	Date
/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, LGP Management, Inc., the General Partner of Leonard Green & Partners, L.P., the Manager of Peridot Coinvest Manager LLC	07/08/2016

**Signature of Reporting Person	Date
/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, LGP Management, Inc., the General Partner of Leonard Green & Partners, L.P., the Manager of Peridot Coinvest Manager LLC, the Manager of LGP Malted Coinvest LLC	07/08/2016
**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, par value $0.001 per share ("A-Common") of the Issuer sold by Green Equity Investors VI, L.P. ("GEI VI").
(2)	This transaction was executed in multiple trades at prices ranging from $35.51 to $36.50. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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.
(3)	Represents shares owned by GEI VI.
(4)	GEI Capital VI, LLC ("Capital") is the general partner of GEI VI and Green Equity Investors Side VI, L.P. ("GEI Side VI"). Green VI Holdings, LLC ("Holdings") is a limited partner of GEI VI. Leonard Green & Partners, L.P. ("LGP") is the management company of GEI VI and GEI Side VI, and an affiliate of Capital and Holdings. Peridot Coinvest Manager LLC ("Peridot") is the management company of LGP Malted Coinvest LLC ("Malted"), and an affiliate of Capital and Holdings. LGP Management, Inc. ("LGPM") is the general partner of LGP.
(5)	Each of GEI VI, GEI Side VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings, 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 some or all of the A-Common owned by GEI VI, GEI Side VI, or Malted, or the shares of Class B Common Stock, par value $0.001 per share ("B-Common") and limited liability company interests (the "LLC Interests") of SSE Holdings, LLC owned by GEI VI and Malted (collectively, the "Equity Interests") and, therefore, a "ten percent holder" hereunder.
(6)	Each of GEI Side VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI VI, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
(7)	Represents shares sold by Malted.
(8)	Represents shares owned by Malted.
(9)	Each of GEI VI, GEI Side VI, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to Malted, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
(10)	Represents shares sold by GEI Side VI.
(11)	Represents shares owned by GEI Side VI.
(12)	Each of GEI VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI Side VI, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
(13)	This transaction was executed in multiple trades at prices ranging from $36.51 to $36.60. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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)	This transaction was executed in multiple trades at prices ranging from $35.52 to $36.14. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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.
(15)	This transaction was executed in multiple trades at prices ranging from $35.72 to $36.71. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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.

(16) This transaction was executed in multiple trades at prices ranging from $36.72 to $37.09. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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) 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) Not applicable.

(19) These options will vest on May 19, 2017.

(20) Represents options granted in respect of Mr. Sokoloff's service on the Issuer's board of directors. Of the 10,254 options reported, 8,251 vested on January 29, 2016 and 2,003 will vest on May 19, 2017.

(21) 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 LGP. LGP 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 such options.

(22) These options vested on January 29, 2016.

Remarks:

Mr. Jonathan D. Sokoloff is a member of the board of directors of the Issuer, and he is also a limited partner of LGP, which is

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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