

Shake Shack Inc.
Form 4
August 20, 2015

FORM 4

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

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).

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 *
MEYER AUDREY H

(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)
08/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
CLASS A COMMON STOCK	08/18/2015			C 978,546 A <u>(1)</u>	1,008,646	I	BY SPOUSE <u>(2)</u>
CLASS A COMMON STOCK	08/18/2015			S 978,546 D \$ 57.75	30,100 <u>(3)</u>	I	BY SPOUSE
CLASS B COMMON STOCK	08/18/2015			J ⁽⁴⁾ 978,546 D <u>(4)</u>	5,783,441	I	BY SPOUSE <u>(5)</u>

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Membership Interests	(6)	08/18/2015		C	978,546	(6)	(6)	CLASS A COMMON STOCK	978,546

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MEYER AUDREY H
C/O SHAKE SHACK INC.
24 UNION SQUARE EAST, 5TH FLOOR
NEW YORK, NY 10003

X

Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Audrey H. Meyer

08/20/2015

**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) Shares obtained upon redemption of common membership interests in SSE Holdings, LLC (the "LLC Interests") for an equal number of shares of the Issuer's Class A Common Stock.
Following the reported transaction, 598,928 shares of Class A Common Stock were held directly by Daniel H. Meyer, Audrey Meyer's spouse, 379,618 shares of Class A Common Stock were held indirectly by Daniel Meyer through Gramercy Tavern Corp, and 30,100
- (2) shares of Class A Common Stock were held indirectly by Daniel Meyer through the Daniel H. Meyer Investment Trust. Audrey Meyer disclaims beneficial ownership of such shares, except to the extent of her pecuniary interest therein. For more information, see the Form 4 filed by Daniel Meyer on August 20, 2015.
- (3) Held indirectly by Daniel Meyer through the Daniel H. Meyer Investment Trust. Audrey Meyer disclaims beneficial ownership of such shares, except to the extent of her pecuniary interest therein.
- (4)

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Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of the Issuer's Class B Common Stock are cancelled for no consideration on a one-for-one basis upon redemption of the LLC Interests for shares of Class A Common Stock.

(5) Following the reported transaction, 1,270,136 of the shares of Class B Common Stock are held directly by Daniel H. Meyer, 2,690,263 of the shares of Class B Common Stock are held indirectly by Daniel Meyer through Gramercy Tavern Corp, 1,727,804 shares of Class B Common Stock are held indirectly by Daniel Meyer through Union Square Cafe Corp., and 95,238 shares of Class B Common Stock are held indirectly by Daniel Meyer through Union Square Hospitality Group, LLC. Audrey H. Meyer disclaims beneficial ownership of such shares, except to the extent of her pecuniary interest therein. An additional 590,921 shares of Class B Common Stock are held by the Daniel H. Meyer 2012 Gift Trust U/A/D 10/31/12 (the "Trust"), as to which the reporting person is a trustee and beneficiary. Audrey Meyer disclaims beneficial ownership of shares held by the Trust except to the extent of her pecuniary interest therein. For more information, see the Form 4 filed by Daniel Meyer on August 20, 2015.

(6) The LLC Interests are redeemable for an equal number of shares of the Issuer's Class A Common 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) Of the 978,546 LLC Interests redeemed, 598,928 were held directly by Daniel Meyer and 379,618 were held indirectly by Daniel Meyer through Gramercy Tavern Corp. Audrey H. Meyer disclaims beneficial ownership of the LLC Interests, except to the extent of her pecuniary interest therein. For more information, see the Form 4 filed by Daniel Meyer on August 20, 2015.

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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