

Shake Shack Inc.
Form 4
January 20, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
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)
12/24/2015

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	12/24/2015		C(1)(2)	A	1,390,218 (1) (2)	(1) (2) (3)	1,420,318
CLASS B COMMON STOCK	12/24/2015		C(1)(2)	D	1,727,804 (1) (2)	(1) (2)	0

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

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(9-02)

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(4) Daniel Meyer also holds 1,270,136 shares of Issuer's Class B Common Stock ("Class B Stock") directly; 2,690,263 shares of Class B Stock indirectly through GT; and 95,238 shares of Class B Stock indirectly through USHG. In addition, 590,921 shares of Class B Stock are held by the Gift Trust. Daniel Meyer disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.

(5) The common membership interests in SSE Holdings, LLC (the "LLC Interests") are redeemable for an equal number of shares of Class A Stock. The LLC Interests have no expiration date. However, USC did not exercise the redemption right prior to the effective time of the mergers.

(6) Daniel Meyer also holds 1,270,136 LLC Interests directly; 2,690,263 LLC Interests indirectly through GT; and 95,238 LLC Interests indirectly through USHG. An additional 590,921 LLC Interests are held by the Gift Trust. Daniel Meyer disclaims beneficial ownership of all of the 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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