



Edgar Filing: Shake Shack Inc. - Form 4

Common Stock (1)

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

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**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) | 8. P. Deriv. Secur. (Instr. 3) |                 |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|-----------------|----------------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable               | Expiration Date | Title                | Amount or Number of Shares |
| Common Membership Interests                | (3)  |                                      |  |                                |   | (4)  | (4)   |                                |                 | Class A Common Stock | 207,924                    |
| Common Membership Interests                | (3)  |                                      |  |                                |   | (4)  | (4)   |                                |                 | Class A Common Stock | 331,401                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CORAIINE RICHARD D<br>C/O SHAKE SHACK INC.<br>24 UNION SQUARE EAST, 5TH FLOOR<br>NEW YORK, NY 10003                   |               | X         |         |       |
| RICHARD D. CORAINE 2012 FAMILY TRUST<br>C/O SHAKE SHACK INC.<br>24 UNION SQUARE EAST, 5TH FLOOR<br>NEW YORK, NY 10003 |               | X         |         |       |
| HAIDA TONI<br>C/O SHAKE SHACK INC.<br>24 UNION SQUARE EAST, 5TH FLOOR   |               | X         |         |       |

NEW YORK, NY 10003

## Signatures

s/ Miriam Tauber (by  
POA)

03/02/2016

\_\_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) Held directly by the Richard D. Coraine 2012 Family Trust (the "Trust"), of which Richard D. Coraine's spouse, Toni Haida, is a trustee and beneficiary. Each of Richard D. Coraine and Toni Haida disclaims beneficial ownership of the shares of Class A Common Stock reported herein, except to the extent of his or her pecuniary interest therein.

Upon the reclassification of the Reporting Person's LLC Interests in connection with the Issuer's IPO in February 2015, the Reporting
  - (2) Person was issued one share of Class B Common Stock for each LLC Interest. One share of Class B Common Stock must be surrendered and canceled upon conversion or redemption of each LLC Interest for Class A Common Stock, as described in fn. 3.

In connection with the Issuer's IPO, the Reporting Person's membership interests in SSE Holdings, LLC (the "LLC Interests") became
  - (3) convertible into an equal number of shares of Class A Common Stock on a one-for-one basis, or at the election of the issuer, redeemable for cash equal to the volume-weighted average market price of such Class A shares. Surrender of one share of Class B Common Stock is required for each LLC Interest redeemed, as described in fn. 2.
  - (4) The LLC Interests may be converted or redeemed at any time and have no expiration date.

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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