

Shake Shack Inc.
Form 4
August 20, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
08/18/2015

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)
CLASS A COMMON STOCK	08/18/2015		C	598,928	A <u>(1)</u> 598,928	D	
CLASS A COMMON STOCK	08/18/2015		S	598,928	D \$ 57.75 0	D	
CLASS B COMMON STOCK	08/18/2015		J ⁽²⁾	598,928	D <u>(2)</u> 1,270,136	D	
CLASS A	08/18/2015		C	379,618	A <u>(1)</u> 379,618	I	By Corp.

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COMMON STOCK								(3)
CLASS A COMMON STOCK	08/18/2015	S	379,618	D	\$ 57.75	0	I	By Corp. (3)
CLASS B COMMON STOCK	08/18/2015	J(2)	379,618	D	(2)	2,690,263	I	By Corp. (4)

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	(5)	08/18/2015		C	598,928	(5) (5)	CLASS A COMMON STOCK 598,928
Common Membership Interests	(5)	08/18/2015		C	379,618	(5) (5)	CLASS A COMMON STOCK 379,618

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meyer Daniel Harris C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X	X		

Signatures

/s Ronald Palmese, Jr., Esq., Attorney-in-Fact for Daniel 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.
- (2) 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.
Represents shares held by Gramercy Tavern Corp. Daniel Meyer disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. Daniel Meyer also holds 30,100 shares indirectly through the Daniel Meyer Investment Trust. Daniel Meyer disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.
- (3) Represents shares held by Gramercy Tavern Corp. Daniel Meyer also holds 1,727,804 shares indirectly through Union Square Cafe Corp. and 95,238 shares indirectly through Union Square Hospitality Group LLC . An additional 590,921 shares are held by the Daniel H. Meyer 2012 Gift Trust U/A/D 12/31/12. Daniel Meyer disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.
- (4) 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.
Represents LLC Interests held by Gramercy Tavern Corp. Daniel Meyer also holds 1,727,804 LLC Interests indirectly through Union Square Cafe Corp. and 95,238 LLC Interests indirectly through Union Square Hospitality Group, LLC. An additional 590,921 LLC Interests are held by the Daniel H. Meyer 2012 Gift Trust U/A/D 10/31/12. Daniel Meyer disclaims beneficial ownership of all of the LLC Interests held by these entities except to the extent of his pecuniary interest therein.
- (5) (6)

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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