Shake Shack Inc. Form 4 November 16, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SWINGHAMER DAVID A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle)

Shake Shack Inc. [SHAK] 3. Date of Earliest Transaction

(Check all applicable)

C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH

(Street)

FLOOR

(Month/Day/Year) 11/12/2015

Director X__ 10% Owner _ Other (specify Officer (give title below)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

NEW YORK, NY 10003

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Se	curiti	es 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. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	f (D)	uired (A) or	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			Code V	Amount	(D)	Price	(IIIsu: 3 and 4)		
COMMON STOCK	11/12/2015		С	200,000	A	<u>(1)</u>	200,000	D	
CLASS A COMMON STOCK	11/13/2015		S	16,400	D	\$ 41.3535 (2) (3)	183,600	D	
CLASS A COMMON STOCK	11/13/2015		S	3,100	D	\$ 42.0003 (3) (4)	180,500	D	
CLASS A	11/16/2015		S	10,000	D	\$	170,500	D	

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COMMON STOCK					40.8682 (3) (5)			
CLASS A COMMON STOCK	11/16/2015	S	4,000	D	\$ 42.5968 (3) (6)	166,500	D	
CLASS A COMMON STOCK	11/16/2015	S	6,000	D	\$ 43.5094 (3) (7)	160,500	D	
CLASS B COMMON STOCK	11/12/2015	J <u>(8)</u>	200,000	D	(8)	607,167	D	
CLASS B COMMON STOCK	11/12/2015	J <u>(8)</u>	198,513	D	<u>(8)</u>	20,000	I	BY TRUST

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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	Amour Number Shares
Common Membership Interests	(10)	11/12/2015		C	200,000	(10)	(10)	CLASS A COMMON STOCK	200,0
Common Membership Interests	<u>(10)</u>	11/12/2015		C	198,513	(10)	(10)	CLASS A COMMON STOCK	198,5

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SWINGHAMER DAVID A		X				
C/O SHAKE SHACK INC.						

Reporting Owners 2

X

24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003

DAVID A. SWINGHAMER GRAT C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR

NEW YORK, NY 10003

Swinghamer Susan
2 DEVEREUX COURT X
RYE, NY 10580

Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for David A. Swinghamer

**Signature of Reporting Person

Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for David A. Swinghamer

GRAT

**Signature of Reporting Person

Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Susan Swinghamer

11/16/2015

**Signature of Reporting Person

Date

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) This transaction was executed in multiple trades at prices ranging from \$41.0000 to \$41.9000. The price reported above reflects the weighted average sale price.
- (3) The Reporting Person hereby undertakes 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 transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$42.0000 to \$42.0100. The price reported above reflects the weighted average sale price.
- (5) This transaction was executed in multiple trades at prices ranging from \$40.5100 to \$41.3800. The price reported above reflects the weighted average sale price.
- (6) This transaction was executed in multiple trades at prices ranging from \$42.1400 to \$43.1000. The price reported above reflects the weighted average sale price.
- (7) This transaction was executed in multiple trades at prices ranging from \$43.1800 to \$43.7500. The price reported above reflects the weighted average sale price.
- (8) 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.
- Held directly by the David A. Swinghamer GRAT, of which Susan Swinghamer, the Reporting Person's wife, is the trustee and beneficiary. Each of David Swinghamer and Susan Swinghamer disclaims beneficial ownership of the shares and LLC Interests, as applicable, reported herein, except to the extent of his or her pecuniary interest therein.
- (10) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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