

Shake Shack Inc.
Form 4
December 13, 2016

FORM 4

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

OMB APPROVAL

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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)
12/09/2016

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
CLASS A COMMON STOCK	12/09/2016		S	20,000 (1) D \$ 38.0211 (2) (3)	1,260,318 (4)	I	By Trust (4)
CLASS B COMMON STOCK					1,270,136 (5) (6)	D	

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

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number.

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 or Number of Shares
Common Membership Interests	(7)					(7)	(7)	CLASS A COMMON STOCK	1,270,136

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 Harris Meyer .

12/13/2016

**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) Represents shares of Class A common stock ("Class A Stock") of Shake Shack Inc. (the "Issuer") that were disposed of by the Reporting Person through the Daniel H. Meyer Investment Trust d/t/d 5/15/92 (the "Investment Trust") pursuant to a 10b5-1 trading plan entered into on August 16, 2016. The Reporting Person is the grantor, trustee and beneficiary of the Investment Trust. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (2) The transaction was executed in multiple trades at prices ranging from \$38.0000 to \$38.0900. The price reported above reflects the weighted average sales 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) Represents Class A Stock of the Issuer held by the Reporting Person through the Investment Trust. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- (5) Represents shares of Class B common stock ("Class B Stock") of the Issuer held by the Reporting Person.

The Reporting Person also holds 2,690,263 shares of Class B Stock indirectly through Gramercy Tavern Corp. ("GT"). In addition, 590,921 shares of Class B Stock are held by the Daniel H. Meyer 2010 Gift Trust (the "Gift Trust"), of which the Reporting Person's

- (6) spouse is a trustee and beneficiary. The Reporting Person disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.

The common membership interests in SSE Holdings, LLC (the "LLC Interests") are redeemable for an equal number of shares of Class A

- (7) 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.

- (8) Represents LLC Interests held by the Reporting Person.

The Reporting Person also holds 2,690,263 LLC Interests indirectly through GT. In addition, 590,921 LLC Interests are held by the Gift

- (9) Trust. The Reporting Person 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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