

Shake Shack Inc.
Form 4
May 17, 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 *
Green Equity Investors VI, L.P.

(Last) (First) (Middle)

11111 SANTA MONICA
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Shake Shack Inc. [SHAK]

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2016

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Class A Common Stock	05/13/2016		S		8,945 ⁽¹⁾	D 35.77 ₍₂₎	413,978 ⁽³⁾ D ₍₄₎ ₍₅₎ ₍₆₎
Class A Common Stock	05/13/2016		S		653 ⁽⁷⁾	D 35.77 ₍₂₎	23,142 ⁽⁸⁾ D ₍₄₎ ₍₅₎ ₍₉₎
Class A Common Stock	05/13/2016		S		5,331 ₍₁₀₎	D 35.77 ₍₂₎	2,511,792 ₍₁₁₎ D ₍₄₎ ₍₅₎ ₍₁₂₎
Class A Common Stock	05/13/2016		S		17,464 ₍₁₎	D \$ 36.63	396,514 ⁽³⁾ D ₍₄₎ ₍₅₎ ₍₆₎

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Stock						<u>(13)</u>	
Class A Common Stock	05/13/2016	S	1,275 <u>(7)</u>	D	\$ 36.63 <u>(13)</u>	21,867 <u>(8)</u>	D <u>(4)</u> <u>(5)</u> <u>(9)</u>
Class A Common Stock	05/13/2016	S	10,410 <u>(10)</u>	D	\$ 36.63 <u>(13)</u>	2,501,382 <u>(11)</u>	D <u>(4)</u> <u>(5)</u> <u>(12)</u>
Class A Common Stock	05/16/2016	C	292,131 <u>(14)</u>	A	\$ 0	688,645 <u>(3)</u>	D <u>(4)</u> <u>(5)</u> <u>(6)</u>
Class A Common Stock	05/16/2016	C	21,867 <u>(15)</u>	A	\$ 0	43,734 <u>(8)</u>	D <u>(4)</u> <u>(5)</u> <u>(9)</u>
Class A Common Stock	05/16/2016	S	29,628 <u>(1)</u>	D	\$ 35.91 <u>(16)</u>	659,017 <u>(3)</u>	D <u>(4)</u> <u>(5)</u> <u>(6)</u>
Class A Common Stock	05/16/2016	S	2,163 <u>(7)</u>	D	\$ 35.91 <u>(16)</u>	41,571 <u>(8)</u>	D <u>(4)</u> <u>(5)</u> <u>(9)</u>
Class A Common Stock	05/16/2016	S	17,659 <u>(10)</u>	D	\$ 35.91 <u>(16)</u>	2,483,723 <u>(11)</u>	D <u>(4)</u> <u>(5)</u> <u>(12)</u>
Class A Common Stock	05/16/2016	S	330 <u>(1)</u>	D	\$ 36.72 <u>(17)</u>	658,687 <u>(3)</u>	D <u>(4)</u> <u>(5)</u> <u>(6)</u>
Class A Common Stock	05/16/2016	S	24 <u>(7)</u>	D	\$ 36.72 <u>(17)</u>	41,547 <u>(8)</u>	D <u>(4)</u> <u>(5)</u> <u>(9)</u>
Class A Common Stock	05/16/2016	S	196 <u>(10)</u>	D	\$ 36.72 <u>(17)</u>	2,483,527 <u>(11)</u>	D <u>(4)</u> <u>(5)</u> <u>(12)</u>
Class A Common Stock	05/17/2016	S	29,958 <u>(1)</u>	D	\$ 36.02 <u>(18)</u>	628,729 <u>(3)</u>	D <u>(4)</u> <u>(5)</u> <u>(6)</u>
Class A Common Stock	05/17/2016	S	2,187 <u>(7)</u>	D	\$ 36.02 <u>(18)</u>	39,360 <u>(8)</u>	D <u>(4)</u> <u>(5)</u> <u>(9)</u>
Class A Common Stock	05/17/2016	S	17,855 <u>(10)</u>	D	\$ 36.02 <u>(18)</u>	2,465,672 <u>(11)</u>	D <u>(4)</u> <u>(5)</u> <u>(12)</u>

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**

SEC 1474
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required to respond unless the form displays a currently valid OMB control 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Class B Common Stock	(19)	05/16/2016		C	292,131 (20)	(19)	(21)	Class A Common Stock	29
Class B Common Stock	(19)	05/16/2016		C	21,867 (22)	(19)	(21)	Class A Common Stock	2
Employee Stock Option (right to buy)	\$ 21					01/29/2016 ⁽²³⁾	01/29/2025	Class A Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Equity Investors VI, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green Equity Investors Side VI, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green VI Holdings, LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
GEI Capital VI, LLC 11111 SANTA MONICA BOULEVARD SUITE 2000	X	X		

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, par value \$0.001 per share ("A-Common") of the Issuer sold by Green Equity Investors VI, L.P. ("GEI VI").
- (2) This transaction was executed in multiple trades at prices ranging from \$35.14 to \$36.13. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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 trades were effected.
- (3) Represents shares owned by GEI VI.
- (4) GEI Capital VI, LLC ("Capital") is the general partner of GEI VI and Green Equity Investors Side VI, L.P. ("GEI Side VI"). Green VI Holdings, LLC ("Holdings") is a limited partner of GEI VI. Leonard Green & Partners, L.P. ("LGP") is the management company of GEI VI and GEI Side VI, and an affiliate of Capital and Holdings. Peridot Coinvest Manager LLC ("Peridot") is the management company of LGP Malted Coinvest LLC ("Malted"), and an affiliate of Capital and Holdings. LGP Management, Inc. ("LGPM") is the general partner of LGP.
- (5) Each of GEI VI, GEI Side VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings, directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of some or all of the A-Common owned by GEI VI, GEI Side VI, or Malted, or the shares of Class B Common Stock, par value \$0.001 per share ("B-Common") and limited liability company interests (the "LLC Interests") of SSE Holdings, LLC owned by GEI VI and Malted (collectively, the "Equity Interests") and, therefore, a "ten percent holder" hereunder.
- (6) Each of GEI Side VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI VI, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (7) Represents shares sold by Malted.
- (8) Represents shares owned by Malted.
- (9) Each of GEI VI, GEI Side VI, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to Malted, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (10) Represents shares sold by GEI Side VI.
- (11) Represents shares owned by GEI Side VI.
- (12) Each of GEI VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI Side VI, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (13) This transaction was executed in multiple trades at prices ranging from \$36.14 to \$37.13. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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 trades were effected.
- (14) Represents shares of A-Common issued to GEI VI in exchange for an equivalent number of shares of B-Common and LLC Interests, tendered to the Issuer pursuant to the exchange right described in note 19 to this Form 4.
- (15) Represents shares of A-Common issued to Malted in exchange for an equivalent number of shares of B-Common and LLC Interests, tendered to the Issuer pursuant to the exchange right described in note 19 to this Form 4.
- (16) This transaction was executed in multiple trades at prices ranging from \$35.35 to \$36.34. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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 trades were effected.
- (17) This transaction was executed in multiple trades at prices ranging from \$36.36 to \$37.16. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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 trades were effected.

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- (18) This transaction was executed in multiple trades at prices ranging from \$35.66 to \$36.32. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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 trades were effected.
- (19) Pursuant to the terms of the Amended and Restated Certificate of Incorporation of the Issuer, shares of B-Common can be paired with LLC Interests on a one-to-one basis and tendered to the Issuer in exchange for shares of A-Common (or cash, at the Issuer's election).
- (20) Represents shares paired with LLC Interests on a one-to-one basis by GEI VI and exchanged for shares of A-Common.
- (21) Not applicable.
- (22) Represents shares paired with LLC Interests on a one-to-one basis by Malted and exchanged for shares of A-Common.
- (23) These options vested on January 29, 2016.
- (24) The options reported on this row were granted in respect of Mr. Sokoloff's service on the Issuer's board of directors and are held by Mr. Sokoloff for the benefit of LGP. LGP directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of such options.

Remarks:

Mr. Jonathan D. Sokoloff is a member of the board of directors of the Issuer, and he is also a limited partner of LGP, which is

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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