

Koff Zach
Form 4
March 05, 2019

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 *
Koff Zach

(Last) (First) (Middle)

C/O SHAKE SHACK INC., 225
VARICK STREET, SUITE 301

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

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

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

03/01/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
CLASS A COMMON STOCK	03/01/2019		M	5,000 (1)	A \$ 21 11,441	D	
CLASS A COMMON STOCK	03/01/2019		S	5,000 (2)	D \$ 55 6,441	D	
CLASS A COMMON STOCK	03/01/2019		M	2,500 (3)	A \$ 21 8,941	D	
CLASS A COMMON	03/01/2019		S	2,500 (4)	D \$ 54 6,441	D	

STOCK

CLASS A COMMON STOCK	03/01/2019	M	<u>2,500</u> (3)	A	\$ 21	8,941	D
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CLASS A COMMON STOCK	03/01/2019	S	<u>2,500</u> (4)	D	\$ 53	6,441	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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
Stock Option (Right to Buy)	\$ 21	03/01/2019		M	5,000	<u>(5)</u>	01/29/2025	CLASS A COMMON STOCK	5,000
Stock Option (Right to Buy)	\$ 21	03/01/2019		M	2,500	<u>(5)</u>	01/29/2025	CLASS A COMMON STOCK	2,500
Stock Option (Right to Buy)	\$ 21	03/01/2019		M	2,500	<u>(5)</u>	01/29/2025	CLASS A COMMON STOCK	2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Koff Zach
C/O SHAKE SHACK INC.
225 VARICK STREET, SUITE 301
NEW YORK, NY 10014

Chief Operating Officer

Signatures

/s/ Ronald Palmese Jr., Esq., Attorney-in-Fact for Zachary
Koff

03/04/2019

__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 obtained upon the Reporting Person's cashless exercise of the option to purchase 5,000 shares of Class A Stock.
 - (2) Represents the sale of shares of Class A Stock of the Issuer that were obtained in a cashless exercise of Reporting Person's option to purchase 5,000 shares of Class A Stock.
 - (3) Represents shares of Class A of the Issuer that were obtained upon the Reporting Person's cashless exercise of the option to purchase 2,500 shares of Class A Stock.
 - (4) Represents the sale of shares of Class A Stock of the Issuer that were obtained in a cashless exercise of Reporting Person's option to purchase 2,500 shares of Class A Stock.
 - (5) An option to purchase 106,000 shares of Class A Stock at \$21 per share was granted to the Reporting Person on January 29, 2015. 21,200 options vested on January 29, 2016, 21,200 options vested on January 29, 2017, 21,200 options vested on January 29, 2018, 21,200 options vested on January 29, 2019, and 21,200 options vest on January 29, 2020, subject to the Reporting Person's continued service with the Issuer.

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.