

Skipworth Michael
Form 4
May 10, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Skipworth Michael

(Last) (First) (Middle)

C/O WINGSTOP INC., 5501 LBJ
FREEWAY, 5TH FLOOR

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Wingstop Inc. [WING]

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2018

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)

See Remarks

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)
Common Stock, par value \$0.01 per share	05/08/2018		M	2,725	A \$ 6.29 3,342	D	
Common Stock, par value \$0.01 per share	05/08/2018		M	2,725	A \$ 6.29 6,067	D	
Common Stock, par value \$0.01 per share	05/08/2018		S	1,860 (1)	D \$ (2) 54.52 4,207	D	

Edgar Filing: Skipworth Michael - Form 4

Common
Stock, par
value \$0.01
per share

05/10/2018

S 2,500 D \$ 53.18 1,707 ⁽³⁾ D

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. 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)	8. Amount or Number of Shares
---	--	---	---	--------------------------------------	---	--	---	---

Date Exercisable	Expiration Date	Title	Amount or Number of Shares
---------------------	--------------------	-------	--

Employee Stock Option (right to buy)	\$ 6.29 ⁽⁴⁾	05/08/2018	M	2,725	⁽⁵⁾	12/12/2024	Common Stock	2,725
--	------------------------	------------	---	-------	----------------	------------	-----------------	-------

Employee Stock Option (right to buy)	\$ 6.29 ⁽⁴⁾	05/08/2018	M	2,725	⁽⁶⁾	12/12/2024	Common Stock	2,725
--	------------------------	------------	---	-------	----------------	------------	-----------------	-------

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Skipworth Michael
C/O WINGSTOP INC.
5501 LBJ FREEWAY, 5TH FLOOR
DALLAS, TX 75240

See Remarks

Signatures

/s/ Darryl R. Marsch, as
attorney-in-fact

05/10/2018

__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 sold in the open market, a portion of the proceeds of which were used to pay the tax withholding obligations incurred upon the option exercises.
The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$54.42 to \$54.56. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of Wingstop Inc. (the "Issuer"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) to this Form 4.
- (2) The May 8, 2018 and May 10, 2018 sales represent approximately 18.6% of the reporting person's total holdings of common stock
- (3) (including service-based options, vested performance-based options and service-based restricted stock units) on a pre-transaction basis, which represents 23,408 shares.
- (4) The exercise price was reduced to \$6.29 to reflect the impact of a dividend paid to the Issuer's stockholders in each of March 2015 and June 2016.
On December 12, 2014 the reporting person was granted an option to purchase 13,625 shares of common stock. The option vests in five
- (5) equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2015, 2016, 2017, 2018 and 2019.
- (6) On December 12, 2014 the reporting person was granted an option to purchase 13,625 shares of common stock. The option vests in five equal annual installments beginning on the first anniversary of the date of grant.

Remarks:

Executive Vice President and Chief Financial Officer

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.