

Shake Shack Inc.
Form 3
February 17, 2015

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â POLSKY JACK R

(Last) (First) (Middle)

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

(Street)

NEW YORK,Â NYÂ 10003

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/04/2015

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

CLASS A COMMON STOCK	300	I	BY TRUST ⁽²⁾
CLASS A COMMON STOCK	310	I	BY TRUST ⁽³⁾
CLASS A COMMON STOCK	300	I	BY TRUST ⁽⁴⁾
CLASS A COMMON STOCK	300	I	BY TRUST ⁽⁵⁾
CLASS A COMMON STOCK	300	I	BY TRUST ⁽⁶⁾
CLASS A COMMON STOCK	300	I	BY TRUST ⁽⁷⁾
CLASS A COMMON STOCK	300	I	BY TRUST ⁽⁸⁾
CLASS A COMMON STOCK	300	I	BY TRUST ⁽⁹⁾
CLASS A COMMON STOCK	300	I	BY TRUST ⁽¹⁰⁾
CLASS A COMMON STOCK	300	I	BY TRUST ⁽¹¹⁾

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CLASS B COMMON STOCK	16,977 ⁽¹⁾	I	BY TRUST ⁽²⁾
CLASS B COMMON STOCK	16,977 ⁽¹⁾	I	BY TRUST ⁽³⁾
CLASS B COMMON STOCK	33,954 ⁽¹⁾	I	BY TRUST ⁽⁴⁾
CLASS B COMMON STOCK	33,954 ⁽¹⁾	I	BY TRUST ⁽⁵⁾
CLASS B COMMON STOCK	33,954 ⁽¹⁾	I	BY TRUST ⁽⁶⁾
CLASS B COMMON STOCK	33,954 ⁽¹⁾	I	BY TRUST ⁽⁷⁾
CLASS B COMMON STOCK	84,884 ⁽¹⁾	I	BY TRUST ⁽⁸⁾
CLASS B COMMON STOCK	33,954 ⁽¹⁾	I	BY TRUST ⁽⁹⁾
CLASS B COMMON STOCK	25,465 ⁽¹⁾	I	BY TRUST ⁽¹⁰⁾
CLASS B COMMON STOCK	8,488 ⁽¹⁾	I	BY TRUST ⁽¹¹⁾
CLASS B COMMON STOCK	590,921 ⁽¹⁾	I	BY TRUST ⁽¹²⁾
CLASS B COMMON STOCK	169,768 ⁽¹⁾	I	BY TRUST ⁽¹³⁾

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
COMMON MEMBERSHIP INTERESTS	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	CLASS A COMMON STOCK	16,977 ⁽¹⁵⁾	\$ ⁽¹⁴⁾	I	BY TRUST ⁽²⁾
COMMON MEMBERSHIP INTERESTS	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	CLASS A COMMON STOCK	16,977 ⁽¹⁵⁾	\$ ⁽¹⁴⁾	I	BY TRUST ⁽³⁾
COMMON MEMBERSHIP INTERESTS	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	CLASS A COMMON STOCK	33,954 ⁽¹⁵⁾	\$ ⁽¹⁴⁾	I	BY TRUST ⁽⁴⁾
COMMON MEMBERSHIP INTERESTS	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	CLASS A COMMON STOCK	33,954 ⁽¹⁵⁾	\$ ⁽¹⁴⁾	I	BY TRUST ⁽⁵⁾
COMMON MEMBERSHIP	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	CLASS A COMMON	33,954 ⁽¹⁵⁾	\$ ⁽¹⁴⁾	I	BY TRUST ⁽⁶⁾

INTERESTS			STOCK			
COMMON MEMBERSHIP INTERESTS	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	CLASS A COMMON STOCK	33,954 ⁽¹⁵⁾	\$ ⁽¹⁴⁾	I BY TRUST ⁽⁷⁾
COMMON MEMBERSHIP INTERESTS	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	CLASS A COMMON STOCK	84,884 ⁽¹⁵⁾	\$ ⁽¹⁴⁾	I BY TRUST ⁽⁸⁾
COMMON MEMBERSHIP INTERESTS	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	CLASS A COMMON STOCK	33,954 ⁽¹⁵⁾	\$ ⁽¹⁴⁾	I BY TRUST ⁽⁹⁾
COMMON MEMBERSHIP INTERESTS	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	CLASS A COMMON STOCK	25,465 ⁽¹⁵⁾	\$ ⁽¹⁴⁾	I BY TRUST ⁽¹⁰⁾
COMMON MEMBERSHIP INTERESTS	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	CLASS A COMMON STOCK	8,488 ⁽¹⁵⁾	\$ ⁽¹⁴⁾	I BY TRUST ⁽¹¹⁾
COMMON MEMBERSHIP INTERESTS	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	CLASS A COMMON STOCK	590,921 ⁽¹⁵⁾	\$ ⁽¹⁴⁾	I BY TRUST ⁽¹²⁾
COMMON MEMBERSHIP INTERESTS	Â ⁽¹⁴⁾	Â ⁽¹⁴⁾	CLASS A COMMON STOCK	169,768 ⁽¹⁵⁾	\$ ⁽¹⁴⁾	I BY TRUST ⁽¹³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLSKY JACK R C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	Â	Â X	Â	Â
AMY WEISS-MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	Â	Â X	Â	Â
ISAAC WEISS-MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	Â	Â X	Â	Â
HALLIE MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	Â	Â X	Â	Â
	Â	Â X	Â	Â

GRETCHEN MEYER QUALIFIED MINOR'S TRUST
C/O SHAKE SHACK INC.,
24 UNION SQUARE EAST, 5TH FLOOR
NEW YORK, NY 10003

PEYTON MEYER QUALIFIED MINOR'S TRUST
C/O SHAKE SHACK INC.,
24 UNION SQUARE EAST, 5TH FLOOR
NEW YORK, NY 10003

^ ^ X ^ ^

CHARLES MEYER QUALIFIED MINOR'S TRUST
C/O SHAKE SHACK INC.,
24 UNION SQUARE EAST, 5TH FLOOR
NEW YORK, NY 10003

^ ^ X ^ ^

Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Jack R. Polsky	02/17/2015
__Signature of Reporting Person	Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Amy Weiss-Meyer Qualified Minor's Trust	02/17/2015
__Signature of Reporting Person	Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Isaac Weiss-Meyer Qualified Minor's Trust	02/17/2015
__Signature of Reporting Person	Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Hallie Meyer Qualified Minor's Trust	02/17/2015
__Signature of Reporting Person	Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Gretchen Meyer Qualified Minor's Trust	02/17/2015
__Signature of Reporting Person	Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Peyton Meyer Qualified Minor's Trust	02/17/2015
__Signature of Reporting Person	Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Charles Meyer Qualified Minor's Trust	02/17/2015
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

Acquired pursuant to a subscription agreement entered into with Shake Shack Inc. (the "Issuer") in connection with the closing of the Issuer's initial public offering on February 4, 2015 (the "IPO"). One share of the Issuer's Class B common stock, par value \$0.001 per share (the "Class B Common Stock"), was issued for each common membership interest in SSE Holdings, LLC (each an "LLC Interest") received pursuant to a reclassification of SSE Holdings, LLC that occurred in connection with the closing of the IPO. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer filed in connection with the IPO, the shares of Class B Common Stock (i) confer no incidents of economic ownership on the holders thereof, (ii) only confer voting rights on the holders thereof and (iii) may only be issued, on a one-for-one basis, to the permitted holders of LLC Interests.
- (1) Held directly by the Amy Weiss-Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (2)

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- (3) Held directly by the Isaac Weiss-Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (4) Held directly by the Hallie Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (5) Held directly by the Gretchen Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (6) Held directly by the Peyton Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (7) Held directly by the Charles Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (8) Held directly by the RHF - NM 1999 Descendants Trust, of which the Reporting Person is a trustee and Michael C. McQuinn is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 3 filed by Michael C. McQuinn and the RHF - NM 1999 Descendants Trust. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (9) Held directly by the RHF - TM 1999 Descendants Trust, of which the Reporting Person is a trustee and Michael C. McQuinn is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 3 filed by Michael C. McQuinn and the RHF - TM 1999 Descendants Trust. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (10) Held directly by the VHP - Special Trust for Jack dtd 12/31/12, of which the Reporting Person is a trustee and Jonathan Graber is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 3 filed by the VHP - Special Trust for Jack dtd 12/31/12 and Jonathan Graber. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (11) Held directly by the Jean Polsky Investment Trust dtd 3/21/97, of which the Reporting Person is a trustee. The shares and LLC Interests reported herein are also reported on a Form 3 filed by Jean Polsky Investment Trust dtd 3/21/97 and Jean Polsky. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (12) Held directly by the Daniel H. Meyer 2012 Gift Trust u/a/d 10/31/12, of which the Reporting Person is a trustee and Audrey H. Meyer is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 3 filed by the Daniel H. Meyer 2012 Gift Trust u/a/d 10/31/12 and Audrey Meyer. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (13) Held directly by the Roxanne Frank Revocable Trust, of which the Reporting Person is a trustee and Roxanne H. Frank is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 3 filed by Roxanne H. Frank and the Roxanne Frank Revocable Trust. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (14) Represents LLC Interests which 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.
- (15) Issued pursuant to a reclassification of SSE Holdings, LLC that occurred in connection with the closing of the IPO. The units in SSE Holdings, LLC held by the applicable trust prior to the reclassification were cancelled as part of the reclassification. The reclassification is further described in the Third Amended and Restated Limited Liability Company Agreement of SSE Holdings, LLC, which was filed with the Securities and Exchange Commission on January 20, 2015 as Exhibit 10.3 to Amendment No. 1 of the Issuer's Registration Statement on Form S11.

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Remarks:

ExhibitÂ List:Â Â ExhibitÂ 24.1Â -Â PowerÂ ofÂ AttorneyÂ forÂ JackÂ R.Â Polsky,Â ExhibitÂ 24.2Â -Â PowerÂ ofÂ At

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.