Shake Shack Inc.
Form 4
June 13, 2016

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SOKOLOFF JONATHAN D

(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)
06/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ Officer (give title below)
__X__ 10% Owner _____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/09/2016		S		50,000 (1)	D	$ 37.68 (2)	2,515,443 (3)	I	See footnote (4)
Class A Common Stock	06/10/2016		S		25,452 (5)	D	$ 35.18 (6)	2,489,991 (7)	I	See footnote (4)
Class A Common Stock	06/10/2016		S		15,200 (8)	D	$ 36.72 (9)	2,474,791 (10)	I	See footnote (4)

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

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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
Employee Stock Option (right to buy)	$ 34.62							05/19/2017(11)	05/19/2026	Class A Common Stock	2,003
Employee Stock Option (right to buy)	$ 21							01/29/2016(13)	01/29/2025	Class A Common Stock	8,251
Class B Common Stock	(14)							(14)	(15)	Class A Common Stock	(14)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOKOLOFF JONATHAN D 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		

Signatures

/s/ Adrian J. Maizey, attorney-in-fact	06/13/2016
**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, par value $0.001 per share ("A-Common") sold by Green Equity Investors VI, L.P. ("GEI VI"), Green Equity Investors Side VI, L.P. ("GEI Side VI"), and LGP Malted Coinvest LLC ("Malted"). Of the shares of A-Common sold, 29,958 were sold by GEI VI, 17,855 were sold by GEI Side VI, and 2,187 were sold by Malted. GEI VI's, GEI Side VI's, and Malted's A-Common, together with GEI VI's and Malted's B-Common and LLC Interests, are collectively referred to herein as the "Equity Interests."
(2)	This transaction was executed in multiple trades at prices ranging from $37.26 to $37.95. The price reported above reflects the weighted average sale price. Mr. Sokoloff 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 trades were effected.
(3)	Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 310,253 are owned by GEI VI, 2,188,806 are owned by GEI Side VI, and 16,384 are owned by Malted.
(4)	Mr. Sokoloff 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 the shares owned by GEI VI, GEI Side VI, and Malted. Mr. Sokoloff disclaims beneficial ownership of the shares owned by each of GEI VI, GEI Side VI, and Malted, except to the extent of his pecuniary interest in GEI VI and GEI Side VI, and this report shall not otherwise be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
(5)	Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 15,250 were sold by GEI VI, 9,089 were sold by GEI Side VI, and 1,113 were sold by Malted.
(6)	This transaction was executed in multiple trades at prices ranging from $35.00 to $35.95. The price reported above reflects the weighted average sale price. Mr. Sokoloff 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 trades were effected.
(7)	Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 295,003 are owned by GEI VI, 2,179,717 are owned by GEI Side VI, and 15,271 are owned by Malted.
(8)	Represents shares of A-Common sold by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common sold, 9,107 were sold by GEI VI, 5,428 were sold by GEI Side VI, and 665 were sold by Malted.
(9)	This transaction was executed in multiple trades at prices ranging from $36.38 to $37.19. The price reported above reflects the weighted average sale price. Mr. Sokoloff 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 trades were effected.
(10)	Represents shares owned by GEI VI, GEI Side VI, and Malted. Of the shares of A-Common reported, 285,896 are owned by GEI VI, 2,174,289 are owned by GEI Side VI, and 14,606 are owned by Malted.
(11)	These options will vest on May 19, 2017.
(12)	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 Leonard Green & Partners, L.P. Of the 10,254 options reported, 8,251 vested on January 29, 2016 and 2,003 will vest on May 19, 2017.
(13)	These options vested on January 29, 2016.
(14)	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).
(15)	Not applicable.
(16)	Represents shares of B-Common owned by GEI VI and Malted. Of the shares of B-Common reported on this row, 3,362,230 are owned by GEI VI and 251,668 are owned by Malted.
(17)	Mr. Sokoloff 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 the Equity Interests.

Mr. Sokoloff disclaims beneficial ownership of the Equity Interests held by each of GEI VI, GEI Side VI, and Malted except to the extent of his pecuniary interest in GEI VI and GEI Side VI, and this report shall not otherwise be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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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