Shake Shack Inc. Form 4 March 29, 2017

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

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(b).

(Last)

1. Name and Address of Reporting Person * GARUTTI RANDALL J

(Middle)

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

NEW YORK, NY 10003

(First)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Shake Shack Inc. [SHAK]

3. Date of Earliest Transaction

(Month/Day/Year)

03/27/2017

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

_X__ 10% Owner _X__ Director __Other (specify X_ Officer (give title below)

Chief Executive Officer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

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burden hours per

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Secur	ities Acquire	ed, Disposed of, o	or Beneficially	y 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) ctionor Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
CLASS A			Code V	Amount	(D)	Price	(IIIsti. 3 and 4)		
COMMON STOCK	03/27/2017		C	8,000 (1)	A	\$ 0 (1)	20,213	D	
CLASS A COMMON STOCK	03/27/2017		S	8,000 (2)	D	\$ 32.2342 (3) (4)	12,213 (5)	D	
CLASS B COMMON STOCK	03/27/2017		J	8,000	D	\$ 0 (6)	709,051 (7)	D	
CLASS B							55,972 <u>(8)</u>	I	BY

COMMON TRUST STOCK (8)

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. Transactic Code (Instr. 8)	5. Number out 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
Common Membership Interests	<u>(9)</u>	03/27/2017		C		8,000	<u>(9)</u>	<u>(9)</u>	CLASS A COMMON STOCK	8,000
Common Membership Interests	<u>(9)</u>						<u>(9)</u>	<u>(9)</u>	CLASS A COMMON STOCK	55,972

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GARUTTI RANDALL J C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X	X	Chief Executive Officer			

Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Randall J.

Garutti

03/29/2017

**Signature of Reporting Person Date

Reporting Owners 2

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).
- Represents shares of Class A Common Stock ("Class A Stock") of Shake Shack Inc. (the "Issuer") that were obtained upon a redemption of an equal number of common membership interests in SSE Holdings, LLC (the "LLC Interests"). The LLC Interests are redeemable
- for an equal number of shares of Class A Stock, or, at the election of the Issuer, cash equal to the volume-weighted average prices of such shares.
- (2) Represents shares of Class A Stock that were disposed of by the Reporting Person pursuant to a 10b5-1 trading plan entered into on August 23, 2016.
- (3) The transaction was executed in multiple trades at prices ranging from \$32.0100 to \$32.4100. The price reported above reflects the weighted average sales price.
- (4) The Reporting Person 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 transaction was effected.
- (5) Represents shares of Class A Stock of the Issuer held by the Reporting Person.
 - Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of the Issuer's Class B Common Stock
- (6) ("Class B Stock") are cancelled for no consideration on a one-for-one basis upon redemption of the LLC Interests for shares of Class A Stock.
- (7) Represents shares of Class B Stock held by the Reporting Person.
 - Represents shares of Class B Stock of the Issuer held by The Randall J. Garutti 2014 GST Trust (the "Trust"), of which the Reporting
- (8) Person's spouse is a trustee and beneficiary. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (9) The LLC Interests are redeemable for an equal number of shares of the Issuer's Class A 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.
- (10) Represents LLC Interests held by Reporting Person.
- (11) Represents LLC Interests held by the Trust. The Reporting Person disclaims beneficial ownership of such interests except to the extent of his pecuniary interest therein.

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.