

Shake Shack Inc.
Form 4
November 14, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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. Name and Address of Reporting Person *
Green Equity Investors VI, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2016

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

11111 SANTA MONICA BOULEVARD, SUITE 2000

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

LOS ANGELES, CA 90025

(City) (State) (Zip)

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 or Price (A) or (D) | | |
| Class A Common Stock | 11/10/2016 | | S | | 3,474 (1) | D | |
| | | | | | \$ 36.51 (2) | | 683,190 (3) |
| Class A Common Stock | 11/10/2016 | | S | | 254 (7) | D | |
| | | | | | \$ 36.51 (2) | | 45,240 (8) |
| Class A Common Stock | 11/10/2016 | | S | | 2,070 (10) | D | |
| | | | | | \$ 36.51 (2) | | 1,888,752 (11) |
| Class A Common Stock | 11/10/2016 | | S | | 8,988 (1) | D | |
| | | | | | \$ 37.3 (13) | | 674,202 (3) |

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Stock

| | | | | | | | |
|----------------------------|------------|---|---------------------------|---|--------------------------------|------------------------------|--|
| Class A Common Stock | 11/10/2016 | S | 656 ⁽⁷⁾ | D | \$ 37.3 ₍₁₃₎ | 44,584 ⁽⁸⁾ | D ⁽⁴⁾ ⁽⁵⁾ ⁽⁹⁾ |
| Class A Common Stock | 11/10/2016 | S | 5,357 ₍₁₀₎ | D | \$ 37.3 ₍₁₃₎ | 1,883,395 ₍₁₁₎ | D ⁽⁴⁾ ⁽⁵⁾ ₍₁₂₎ |
| Class A Common Stock | 11/10/2016 | S | 16,781 ₍₁₎ | D | \$ 38.36 ₍₁₄₎ | 657,421 ⁽³⁾ | D ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ |
| Class A Common Stock | 11/10/2016 | S | 1,225 ₍₇₎ | D | \$ 38.36 ₍₁₄₎ | 43,359 ⁽⁸⁾ | D ⁽⁴⁾ ⁽⁵⁾ ⁽⁹⁾ |
| Class A Common Stock | 11/10/2016 | S | 10,001 ₍₁₀₎ | D | \$ 38.36 ₍₁₄₎ | 1,873,394 ₍₁₁₎ | D ⁽⁴⁾ ⁽⁵⁾ ₍₁₂₎ |
| Class A Common Stock | 11/10/2016 | S | 715 ⁽¹⁾ | D | \$ 38.82 ₍₁₅₎ | 656,706 ⁽³⁾ | D ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ |
| Class A Common Stock | 11/10/2016 | S | 52 ⁽⁷⁾ | D | \$ 38.82 ₍₁₅₎ | 43,307 ⁽⁸⁾ | D ⁽⁴⁾ ⁽⁵⁾ ⁽⁹⁾ |
| Class A Common Stock | 11/10/2016 | S | 427 ⁽¹⁰⁾ | D | \$ 38.82 ₍₁₅₎ | 1,872,967 ₍₁₁₎ | D ⁽⁴⁾ ⁽⁵⁾ ₍₁₂₎ |
| Class A Common Stock | 11/11/2016 | S | 8,436 ₍₁₎ | D | \$ 36.59 ₍₁₆₎ | 648,270 ⁽³⁾ | D ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ |
| Class A Common Stock | 11/11/2016 | S | 615 ⁽⁷⁾ | D | \$ 36.59 ₍₁₆₎ | 42,692 ⁽⁸⁾ | D ⁽⁴⁾ ⁽⁵⁾ ⁽⁹⁾ |
| Class A Common Stock | 11/11/2016 | S | 5,028 ₍₁₀₎ | D | \$ 36.59 ₍₁₆₎ | 1,867,939 ₍₁₁₎ | D ⁽⁴⁾ ⁽⁵⁾ ₍₁₂₎ |
| Class A Common Stock | 11/11/2016 | S | 21,523 ₍₁₎ | D | \$ 37.79 ₍₁₇₎ | 626,747 ⁽³⁾ | D ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ |
| Class A Common Stock | 11/11/2016 | S | 1,571 ₍₇₎ | D | \$ 37.79 ₍₁₇₎ | 41,121 ⁽⁸⁾ | D ⁽⁴⁾ ⁽⁵⁾ ⁽⁹⁾ |
| Class A Common Stock | 11/11/2016 | S | 12,827 ₍₁₀₎ | D | \$ 37.79 ₍₁₇₎ | 1,855,112 ₍₁₁₎ | D ⁽⁴⁾ ⁽⁵⁾ ₍₁₂₎ |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |
| Class B Common Stock | (18) | | | | | (18) | (19) | Class A Common Stock | (18) |
| Class B Common Stock | (18) | | | | | (18) | (19) | Class A Common Stock | (18) |
| Employee Stock Option (right to buy) | \$ 34.62 | | | | | 05/19/2017 ⁽²⁰⁾ | 05/19/2026 | Class A Common Stock | 2,003 |
| Employee Stock Option (right to buy) | \$ 21 | | | | | 01/29/2016 ⁽²³⁾ | 01/29/2025 | Class A Common Stock | 8,251 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Green Equity Investors VI, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 | X | X | | |

LOS ANGELES, CA 90025

Green Equity Investors Side VI, L.P.

11111 SANTA MONICA BOULEVARD X X
 SUITE 2000
 LOS ANGELES, CA 90025

GEI Capital VI, LLC

11111 SANTA MONICA BOULEVARD X X
 SUITE 2000
 LOS ANGELES, CA 90025

Green VI Holdings, LLC

11111 SANTA MONICA BOULEVARD X X
 SUITE 2000
 LOS ANGELES, CA 90025

LGP MANAGEMENT INC

11111 SANTA MONICA BOULEVARD X X
 SUITE 2000
 LOS ANGELES, CA 90025

Leonard Green & Partners, L.P.

11111 SANTA MONICA BLVD X X
 SUITE 2000
 LOS ANGELES, CA 90025

PERIDOT COINVEST MANAGER LLC

11111 SANTA MONICA BOULEVARD X X
 SUITE 2000
 LOS ANGELES,, CA 90025

LGP Malted Coinvest LLC

11111 SANTA MONICA BOULEVARD X X
 SUITE 2000
 LOS ANGELES, CA 90025

Signatures

/s/Andrew Goldberg,
 attorney-in-fact

11/14/2016

__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") of the Issuer sold by Green Equity Investors VI, L.P. ("GEI VI").
- (2) This transaction was executed in multiple trades at prices ranging from \$35.80 to \$36.79. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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.
- (4) GEI Capital VI, LLC ("Capital") is the general partner of GEI VI and Green Equity Investors Side VI, L.P. ("GEI Side VI"). Green VI Holdings, LLC ("Holdings") is a limited partner of GEI VI. Leonard Green & Partners, L.P. ("LGP") is the management company

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of GEI VI and GEI Side VI, and an affiliate of Capital and Holdings. Peridot Coinvest Manager LLC ("Peridot") is the management company of LGP Malted Coinvest LLC ("Malted"), and an affiliate of Capital and Holdings. LGP Management, Inc. ("LGPM") is the general partner of LGP.

(5) Each of GEI VI, GEI Side VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings, 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 some or all of the A-Common owned by GEI VI, GEI Side VI, or Malted, or the shares of Class B Common Stock, par value \$0.001 per share ("B-Common") and limited liability company interests (the "LLC Interests") of SSE Holdings, LLC owned by GEI VI and Malted (collectively, the "Equity Interests") and, therefore, a "ten percent holder" hereunder.

(6) Each of GEI Side VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI VI, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

(7) Represents shares sold by Malted.

(8) Represents shares owned by Malted.

(9) Each of GEI VI, GEI Side VI, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to Malted, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

(10) Represents shares sold by GEI Side VI.

(11) Represents shares owned by GEI Side VI.

(12) Each of GEI VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI Side VI, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

(13) This transaction was executed in multiple trades at prices ranging from \$36.80 to \$37.78. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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.

(14) This transaction was executed in multiple trades at prices ranging from \$37.80 to \$38.80. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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.

(15) This transaction was executed in multiple trades at prices ranging from \$38.80 to \$38.90. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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.

(16) This transaction was executed in multiple trades at prices ranging from \$36.21 to \$37.21. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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.

(17) This transaction was executed in multiple trades at prices ranging from \$37.21 to \$38.10. The price reported above reflects the weighted average sale price. The Reporting Persons hereby undertake 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.

(18) 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).

(19) Not applicable.

(20) These options will vest on May 19, 2017.

(21) Represents options granted in respect of Mr. Sokoloff's service on the Issuer's board of directors. Of the 10,254 options reported, 8,251 vested on January 29, 2016 and 2,003 will vest on May 19, 2017.

(22) 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 LGP. LGP 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 such options.

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(23) These options vested on January 29, 2016.

Remarks:

Mr. Jonathan D. Sokoloff is a member of the board of directors of the Issuer, and he is also an indirect limited partner of LGP,

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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