

Morrison Charles R  
Form 4  
March 15, 2019

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Morrison Charles R

(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)

03/15/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chairman, President and CEO

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

☒ 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)
Common Stock, par value \$0.01 per share	03/15/2019		M	20,000	A \$ 1.52	128,998	D
Common Stock, par value \$0.01 per share	03/15/2019		S <sup>(1)</sup>	20,000	D \$ 69.1013 <sup>(2)</sup>	108,998 <sup>(3)</sup>	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.52 <sup>(4)</sup>	03/15/2019		M		20,000		<sup>(5)</sup>	08/30/2022	Common Stock, par value \$0.01 per share	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Morrison Charles R C/O WINGSTOP INC. 5501 LBJ FREEWAY, 5TH FLOOR DALLAS, TX 75240	X Chairman, President and CEO

## Signatures

/s/ Ryan Clyde, as  
attorney-in-fact 03/15/2019

\_\_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).

This transaction was effected pursuant to a trading plan adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "10b5-1 Plan"). Accordingly, the reporting person had no discretion with regard to the timing of the transaction. The 10b5-1 Plan was adopted to facilitate diversification within the reporting person's overall portfolio.

(1) The shares were sold in multiple transactions at prices ranging from \$68.91 to \$69.85. The price reported above reflects the weighted-average price. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the Issuer, or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

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- This transaction represents approximately 8.0% of the reporting person's total holdings of common stock (including service-based options, vested performance-based options and service-based restricted stock units) on a pre-transaction basis, which represents 249,840 shares.
- (3) options, vested performance-based options and service-based restricted stock units) on a pre-transaction basis, which represents 249,840 shares.
- (4) The exercise price has been reduced to \$1.52 to reflect the impact of dividends paid to the Issuer's stockholders.
- On August 30, 2012, the reporting person was granted an option to purchase 204,375 shares of common stock. The option vested in four equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2013, 2014, 2015 and 2016.
- (5) equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2013, 2014, 2015 and 2016.

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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