#### Habit Restaurants, Inc. Form 3/A November 24, 2014 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB APPROVAL FORM 3 Washington, D.C. 20549 OMB

### **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<br>Person <u>*</u><br>Zecher Ira L.                                                                                                                                                                                                                                           |        |          | <ul><li>2. Date of Event Requiring<br/>Statement</li><li>(Month/Day/Year)</li></ul> |                                            | 3. Issuer Name <b>and</b> Ticker or Trading Symbol<br>Habit Restaurants, Inc. [HABT] |                                                                            |                          |                                                                                                  |  |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|----------|-------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------|--------------------------------------------------------------------------------------------------|--|--|
| (Last) (F                                                                                                                                                                                                                                                                                                      | ïirst) | (Middle) | 11/19/2014                                                                          |                                            | 4. Relationship of Reporting Person(s) to Issuer                                     |                                                                            |                          | 5. If Amendment, Date Original Filed(Month/Day/Year)                                             |  |  |
| 215 EAST 68TH STREET,<br>APARTMENT 14N                                                                                                                                                                                                                                                                         |        |          |                                                                                     |                                            | (Check all applicable)                                                               |                                                                            |                          | 11/20/2014                                                                                       |  |  |
| (St                                                                                                                                                                                                                                                                                                            | treet) |          |                                                                                     |                                            | XDirector10% Owner<br>OfficerOther<br>(give title below) (specify below)             |                                                                            |                          | 6. Individual or Joint/Group<br>Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting |  |  |
| NEW YORK, NY 10065                                                                                                                                                                                                                                                                                             |        |          |                                                                                     |                                            |                                                                                      |                                                                            |                          | Person<br>Form filed by More than One<br>Reporting Person                                        |  |  |
| (City) (St                                                                                                                                                                                                                                                                                                     | tate)  | (Zip)    | Table I - Non-Derivative Securities Beneficially Owned                              |                                            |                                                                                      |                                                                            |                          |                                                                                                  |  |  |
| 1.Title of Security<br>(Instr. 4)                                                                                                                                                                                                                                                                              |        |          | 1                                                                                   | 2. Amount of<br>Beneficially<br>(Instr. 4) |                                                                                      | 3.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nat<br>Owne<br>(Instr | •                                                                                                |  |  |
| Reminder: Report on a separate line for each class of securities benefici owned directly or indirectly.                                                                                                                                                                                                        |        |          | ially S                                                                             | SEC 1473 (7-02                             | )                                                                                    |                                                                            |                          |                                                                                                  |  |  |
| Persons who respond to the collection of<br>information contained in this form are not<br>required to respond unless the form displays a<br>currently valid OMB control number.<br>Table II - Derivative Securities Beneficially Owned ( <i>e.g.</i> , puts, calls, warrants, options, convertible securities) |        |          |                                                                                     |                                            |                                                                                      |                                                                            |                          |                                                                                                  |  |  |
|                                                                                                                                                                                                                                                                                                                |        |          |                                                                                     |                                            |                                                                                      |                                                                            |                          |                                                                                                  |  |  |

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4.<br>Conversion<br>or Exercise<br>Price of | 5.<br>Ownership<br>Form of<br>Derivative      | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|---------------------------------------------|-----------------------------------------------|-------------------------------------------------------------|
|                                               | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                                | Amount or<br>Number of<br>Shares | Derivative<br>Security                      | Security:<br>Direct (D)<br>or Indirect<br>(I) |                                                             |

3235-0104

January 31,

2005

0.5

Number:

Expires:

response...

Estimated average burden hours per

|                                                                   |            |                            |       | (Instr. 5) |       |   |   |  |
|-------------------------------------------------------------------|------------|----------------------------|-------|------------|-------|---|---|--|
| Stock Option (right to buy) $\hat{A}$ (1)                         | (1)        | Class A<br>Common<br>Stock | 8,333 | \$ 1       | 8     | D | Â |  |
| Reporting Owners                                                  |            |                            |       |            |       |   |   |  |
| Reporting Owner Name / Ac                                         |            | Relationsl                 |       |            |       |   |   |  |
|                                                                   |            |                            |       | Officer    | Other |   |   |  |
| Zecher Ira L.<br>215 EAST 68TH STREET, APAR<br>NEW YORK, NY 10065 | TMENT 14N  | ÂX                         | Â     | Â          | Â     |   |   |  |
| Signatures                                                        |            |                            |       |            |       |   |   |  |
| By: /s/ Ira Fils,<br>attorney-in-fact                             | 11/19/2014 |                            |       |            |       |   |   |  |
|                                                                   |            |                            |       |            |       |   |   |  |

<u>\*\*</u>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).

The Stock Option has been granted on November 19, 2014, and will expire on November 19, 2024. The options will vest ratably over 3 (1) years (1/3 on the first anniversary of the date of grant; 1/3 on the second anniversary of the date of grant; and the remaining 1/3 on the

third anniversary of the date of grant). Once the options are vested, they are exercisable into shares of Class A common stock.

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### **Remarks:**

This Form 3/A amends the Form 3 filing made on behalf of Ira Zecher on November 20, 2014.Â

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.