

Habit Restaurants, Inc.
Form 4/A
May 07, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KARP ALLAN W

(Last) (First) (Middle)

**C/O KARPREILLY
INVESTMENTS, LLC, 104 FIELD
POINT ROAD**

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Habit Restaurants, Inc. [HABT]

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/17/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
				(A) or (D)			
			Code	V	Amount		Price
Class A Common Stock	04/15/2015		C(1)(2)		3,396,949	D	\$ 29.7216
					2,259,754	I	
							See Footnotes (1) (2)
Class B Common Stock	04/15/2015		D(1)(2)		2,432,153	D	\$ 0
					5,696,612	I	
							See Footnotes (1) (2)
Class A Common Stock	04/15/2015		C(1)(2)		849,237	D	\$ 29.7216
					0	I	
							See Footnote (4)
Class B	04/15/2015		D(1)(2)		849,237	D	\$ 0
					1,989,093	I	
							See

Common
StockFootnote
(4)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Membership Interests	(2)	04/15/2015		C(1)(2)		2,432,153		(1)(2)(3)	(1)(2)(3)	Class A Common Stock	2,432,153
Common Membership Interests	(2)	04/15/2015		C(1)(2)		849,237		(1)(2)(3)	(1)(2)(3)	Class A Common Stock	849,237

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KARP ALLAN W
C/O KARPREILLY INVESTMENTS, LLC
104 FIELD POINT ROAD
GREENWICH, CT 06830

X

Signatures

/s/ Allan Karp

04/30/2015

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) Each share of Class A Common Stock was issued upon conversion of one (1) common unit of The Habit Restaurants, LLC, and the corresponding cancellation of one (1) share of Class B Common Stock. These shares of Class A common stock were sold by entities affiliated with KarpReilly, LLC as selling stockholders pursuant to an underwritten public offering by the Issuer. The offering closed on

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April 15, 2015. The reported sale price reflects the price at which the reporting person sold shares to the underwriters. The Reporting Person, Mr. Allan Karp, is a founding partner of KarpReilly, LLC. Mr. Karp may be deemed the beneficial owners of all the securities held by the entities affiliated with KarpReilly, LLC, as hereinafter described. Mr. Karp, along with Mr. Christopher Reilly, as the sole managers of KarpReilly GP, LLC ("KarpReilly GP"), which is the managing member of KarpReilly HB Co-Invest, LLC ("KarpReilly HB") and Habit Restaurant Co-Invest, LLC ("Habit Co-Invest"),

(continued from Footnote 1) have sole voting and dispositive power over and may be deemed the beneficial owners of all of the securities of KarpReilly HB. Additionally, Mr. Karp, along with Mr. Christopher Reilly, as the sole managers of KarpReilly

- (2) Investments, LLC ("KarpReilly Investments"), have sole voting and dispositive power over and may be deemed the beneficial owners of all of the securities of KR Investments. Mr. Karp disclaims ownership of such shares except to the extent of his pecuniary interests therein.

- (3) Each common unit of The Habit Restaurants, LLC is convertible, generally, at The Habit Restaurants, Inc.'s election, into cash or one (1) share of Class A Common Stock and has no expiration date. Upon such conversion, one (1) share of Class B common stock is cancelled.

- (4) KarpReilly GP also has voting and dispositive control over the securities of The Habit Restaurants, Inc. and The Habit Restaurants, LLC held by each of PEG US Corporate Finance Institutional Investors III LLC and 522 Fifth Avenue Fund, L.P., and therefore Mr. Karp may also be deemed the beneficial owner of such securities.

Remarks:

This Form 4/A amends the Form 4 filing made on April 17, 2015. Due to an administrative error, the Form 4, as originally filed

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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