

Habit Restaurants, Inc.  
Form 4  
May 06, 2016

**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, 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)  
**05/05/2016**

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)

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)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	05/05/2016		J <sup>(3)</sup> (4)		793,376	D \$ 0	1,466,378 <sup>(3)</sup> (4) I
Class B Common Stock	05/05/2016		J <sup>(3)</sup> (4)		606,124	D \$ 0	5,680,081 <sup>(3)</sup> (4) I

See  
Footnotes  
(1) (2) (3) (4)

See  
Footnotes  
(1) (2) (3) (4)

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

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SEC 1474  
(9-02)

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**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)
Common Membership Interests	(2)	05/05/2016		J(3)(4)	606,124	(1)(2) (1)(2)	Class A Common Stock 606,124

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KARP ALLAN W C/O KARPREILLY, LLC 104 FIELD POINT ROAD GREENWICH, CT 06830	X	X		

## Signatures

/s/ Allan Karp 05/06/2016  
 \*\*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) 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"), 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 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.
- (2) 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.
- KarpReilly GP has voting and dispositive control over certain of the securities of The Habit Restaurants, Inc. and The Habit Restaurants, LLC held by each of PEG U.S. Corporate Finance Institutional Investors III LLC ("PEG Direct") and 522 Fifth Avenue Fund, L.P. ("522 Fifth"), and therefore Mr. Karp may also be deemed the beneficial owner of such securities. On May 2, 2016, KarpReilly GP, KarpReilly HB, Habit Co-Invest, Vesey Street Employee Fund III, L.P. ("Employee Fund III"), Vesey Street Employee Fund III (B), L.P. ("Employee Fund III(B)"), BlackRock Private Equity Holdings III, LLC ("BlackRock PE"), Vesey Street Fund III (Erisa), L.P. ("Vesey Erisa"), DivPEP Holdings III (A-L) L.P. ("DivPEP") and Passage Portfolio III, L.P. ("Passage Portfolio") entered into an agreement pursuant to which, on May 5, 2016, (i) KarpReilly HB transferred (a) 59,209 common units in The Habit Restaurants, LLC and a corresponding number of shares of Class B common stock in The Habit Restaurants, Inc.

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- (4) (Continued from Footnote 3) to Employee Fund III, (b) 74,494 common units in The Habit Restaurants, LLC and a corresponding number of shares of Class B common stock in The Habit Restaurants, Inc. to Employee Fund III(B), (c) 472,421 common units in The Habit Restaurants, LLC and a corresponding number of shares of Class B common stock in The Habit Restaurants, Inc. to BlackRock PE and (d) 67,347 common units in The Habit Restaurants, LLC and a corresponding number of shares of Class B common stock in The Habit Restaurants, Inc. to KarpReilly GP, and (ii) Habit Co-Invest transferred (a) 107,120 shares of Class A common stock in The Habit Restaurants, Inc. to Vesey Erisa, (b) 508,607 shares of Class A common stock in The Habit Restaurants, Inc. to DivPEP, (c) 177,649 shares of Class A common stock in The Habit Restaurants, Inc. to Passage Portfolio and (d) 88,153 shares of Class A common stock in The Habit Restaurants, Inc. to KarpReilly GP.

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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