

Shake Shack Inc.  
Form 4  
May 20, 2016

# FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

11111 SANTA MONICA  
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/18/2016

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 or Price (A) or (D)		
Class A Common Stock	05/18/2016		S		29,958 (1) \$ 35.14 (2)	D	598,771 (3) \$ 35.14 (2)
Class A Common Stock	05/18/2016		S		2,187 (7) \$ 35.14 (2)	D	37,173 (8) \$ 35.14 (2)
Class A Common Stock	05/18/2016		S		17,855 (10) \$ 35.14 (2)	D	2,447,817 (11) \$ 35.14 (2)
Class A Common	05/19/2016		S		22,433 (1) \$ 35.03	D	576,338 (3) \$ 35.03

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Stock							(13)
Class A							\$
Common	05/19/2016		S	1,637	D	35.03	35,536 (8)
Stock				(7)		(13)	D (4) (5) (9)
Class A							\$
Common	05/19/2016		S	13,369	D	35.03	2,434,448
Stock				(10)		(13)	D (4) (5) (12)

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
Class B Common Stock	(14)					(14)	(15)	Class A Common Stock	(14)
Class B Common Stock	(14)					(14)	(15)	Class A Common Stock	(14)
Employee Stock Option (right to buy)	\$ 21					01/29/2016(16)	01/29/2025	Class A Common Stock	8,251

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Green Equity Investors VI, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X
Green Equity Investors Side VI, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X
Green VI Holdings, LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X
GEI Capital VI, LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X
LEONARD GREEN PARTNERS LP 11111 SANTA MONICA BLVD SUITE 2000 LOS ANGELES, CA 90025	X	X
LGP MANAGEMENT INC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X
PERIDOT COINVEST MANAGER LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES,, CA 90025	X	X
LGP Malted Coinvest LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X

## Signatures

/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, GEI Capital VI, LLC, the General Partner of Green Equity Investors VI, L.P.	05/20/2016 Date
**Signature of Reporting Person	
/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, GEI Capital VI, LLC, the General Partner of Green Equity Investors Side VI, L.P.	05/20/2016 Date
**Signature of Reporting Person	
/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, Green VI Holdings, LLC	05/20/2016 Date
**Signature of Reporting Person	
/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, GEI Capital VI, LLC	05/20/2016



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- (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 \$35.00 to \$35.13. 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) 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).
- (15) Not applicable.
- (16) These options vested on January 29, 2016.
- (17) 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.

### Remarks:

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

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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