

Shake Shack Inc.
Form 4
February 24, 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 *
Meyer Daniel Harris

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2016

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

C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10003

(City) (State) (Zip)

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		
CLASS A COMMON STOCK	02/22/2016		S	D	\$ 19,246 (1) 40.0308 (2) (3)	I	By Trust (1)
CLASS A COMMON STOCK	02/23/2016		S	D	\$ 10,754 (1) 40.0801 (3) (4)	I	By Trust (1)
CLASS B COMMON STOCK					1,270,136 (5) (6)	D	

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

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The Reporting Person hereby undertakes 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 transaction was effected.

- (4) The transaction was executed in multiple trades at prices ranging from \$40.0000 to \$40.3000. The price reported above reflects the weighted average sales price.
- (5) Represents shares of the Issuer's Class B common stock ("Class B Stock") held by the Reporting Person.

The Reporting Person also holds 2,690,263 shares of Class B Stock indirectly through Gramercy Tavern Corp. ("GT") and 95,238 shares of Class B Stock indirectly through Union Square Hospitality Group, LLC. ("USHG"). In addition, 590,921 shares of Class B Stock are held by the Daniel H. Meyer 2012 Gift Trust (the "Gift Trust"), of which the Reporting Person's spouse is a trustee and beneficiary. The Reporting Person disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.

- (6) The Reporting Person disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.
- (7) The common membership interests in SSE Holdings, LLC (the "LLC Interests") are redeemable for an equal number of shares of the Class A Stock or, at the election of the Issuer, cash equal to the volume-weighted average market price of such shares. The LLC Interests have no expiration date.

- (8) The Reporting Person also holds 2,690,263 LLC Interests indirectly through GT and 95,238 LLC Interests indirectly through USHG. In addition, 590,921 LLC Interests are held by the Gift Trust. The Reporting Person disclaims beneficial ownership of all of LLC Interests held by these entities except to the extent of his pecuniary interest therein.

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.