

Shake Shack Inc.
Form 4
December 02, 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

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**UNION SQUARE HOSPITALITY
GROUP, LLC**

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
CLASS A COMMON STOCK	11/30/2016		C	95,238 (1)	A \$ 0 (1) 95,238 (2)	D	
CLASS A COMMON STOCK	12/01/2016		S	89,338	D \$ 36.56 (3) (4) 5,900 (2)	D	
CLASS A COMMON STOCK	12/01/2016		S	5,900	D \$ (4) (5) 37.188 0 (2)	D	
CLASS B	11/30/2016		J	95,238	D \$ 0 (6) 0 (7)	D	

COMMON
STOCK

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Membership Interests	(8)	11/30/2016		C	95,238	(8)	(8)	CLASS A COMMON STOCK

Reporting Owners**Reporting Owner Name / Address****Relationships**

Director 10% Owner Officer Other

UNION SQUARE HOSPITALITY GROUP, LLC
C/O SHAKE SHACK INC.
24 UNION SQUARE EAST, 5TH FLOOR
NEW YORK, NY 10003

X

Signatures/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Union Square Hospitality Group,
LLC

12/02/2016

____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) Represents shares of Class A Common Stock ("Class A Stock") of Shake Shack Inc. (the "Issuer") that were obtained upon redemption of an equal number of common membership interests in SSE Holdings, LLC (the "LLC Interests"). The LLC Interests are redeemable for an equal number of shares of Class A Stock, or, at the election of the Issuer, cash equal to the volume-weighted average market price of such shares.

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- (2) Represents shares of Class A Stock of the Issuer held by the Reporting Person.
- (3) The transaction was executed in multiple trades at prices ranging from \$36.04 to \$37.03. The price reported reflects the weighted average sales price.
- (4) 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.
- (5) The transaction was executed in multiple trades at prices ranging from \$37.0400 to \$37.5100. The price reported above reflects the weighted average sales price.
- (6) Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of the Issuer's Class B Common Stock ("Class B Stock") as cancelled for no consideration on a one-for-one basis upon redemption of the LLC Interests for shares of Class A Stock.
- (7) Represents shares of Class B Stock held by the Reporting Person.
- (8) The LLC Interests are redeemable for an equal number of shares of 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.
- (9) Represents LLC Interests held by the Reporting Person.

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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