Shake Shack Inc. Form SC 13D/A December 05, 2017

#### **UNITED STATES**

#### SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549** 

#### **SCHEDULE 13D**

#### UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 12)\*

**Shake Shack Inc.** 

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

819047 101

(CUSIP Number)

Jennifer Bellah Maguire

Gibson, Dunn & Crutcher LLP

333 South Grand Avenue

Los Angeles, California 90071-3197

(213) 229-7986

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

#### November 29, 2017

(Date of Event Which Requires Filing of Statement on Schedule 13D)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), checking the following box.

\* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13D/A

CUSIP No. 819047 101

CUSIP N	o. 819047	101	Schedule 13D/A	Page 2 of 18 Pages	
(1)	Name of	Repo	orting Persons:		
	I.R.S. Ide	entific	cation No. of Above Persons (entities only):		
(2)	Check th	e App	Investors VI, L.P. propriate Box if a Member of a Group (See Instructions):		
	(a)	(b)			
(3)	SEC Use	Only	<i>r</i> :		
(4)	Source o	f Fun	ds (See Instructions):		
(5)	Check Bo	ox if	Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e	e):	
(6)	Citizensh	nip or	Place of Organization:		
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(9) Sole Dispositive Power

REPORTING

P	ERSON	
•	WITH: (10)	0 Shared Dispositive Power
(11)	Aggregate Ar	4,291,913 mount Beneficially Owned by Each Reporting Person:
(12)	4,282,913 Check Box if	the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
(13)	Percent of Cla	ass Represented by Amount in Row (11):
(14)	as of October September 27	ficial ownership of the voting stock based on 36,730,533 shares of Common Stock outstanding 25, 2017, as reported in Issuer s Quarterly Report on Form 10-Q for the quarter ended 7, 2017 rting Person (See Instructions):
Note:	PN All share numbers	s on these cover pages presented on an as-converted basis.

Schedule 13D/A

CUSIP No. 819047 101

REPORTING

(9) Sole Dispositive Power

(1)	Name of I	Repo	rting Persons:
	I.R.S. Ide	ntific	ation No. of Above Persons (entities only):
(2)			Investors Side VI, L.P. propriate Box if a Member of a Group (See Instructions):
. ,	(a)	(b)	
(3)	SEC Use	Only	:
(4)	Source of	Fund	ds (See Instructions):
(5)	Check Bo	x if I	Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):
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Page 3 of 18 Pages

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(11)	4,291,913 Aggregate Amount Beneficially Owned by Each Reporting Person:
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CUSIP N	No. 81904	7 101	Schedule 13D/A	Page 4 of 18 Pages
(1)	Name of	f Repo	rting Persons:	
	I.R.S. Id	entific	eation No. of Above Persons (entities only):	
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(4)	Source o	of Fun	ds (See Instructions):	
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	OO (Limited Liability Company)

CUSIP N	o. 819047	101	Schedule 13D/A	Page 5 of 18 Pages	
(1)	Name of F	Repo	rting Persons:		
	I.R.S. Ider	ntific	eation No. of Above Persons (entities only):		
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(9) Sole Dispositive Power

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CUSIP N	o. 819047	101	Schedule 13D/A	Page 6 of 18 Pages	
(1)	Name of F	Reno	rting Persons:		
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(2)			lings, LLC propriate Box if a Member of a Group (See Instructions):		
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Schedule 13D/A

CUSIP No. 819047 101

(1)	Name of	Repo	orting Persons:	
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(2)			n & Partners, L.P. propriate Box if a Member of a Group (See Instructions):	
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Page 7 of 18 Pages

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REPORTING

(9) Sole Dispositive Power

CUSIP No. 819047 101		Schedule 13D/A	Page 8 of 18 Pages	
(1)		orting Persons:		
(2)	LGP Manager			
(2)	(a) (b)	propriate Box if a Member of a Group (See Instructions):		
(3)	SEC Use Only			
(4)		ds (See Instructions):		
(5)		Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2	(e):	
(6)	Citizenship or  Delaware	Place of Organization:		
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Schedule 13D/A

CUSIP No. 819047 101

(1)	Name of	Repo	orting Persons:
	I.R.S. Ide	entific	cation No. of Above Persons (entities only):
(2)			est Manager LLC propriate Box if a Member of a Group (See Instructions):
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Page 9 of 18 Pages

]	PERSON	
	WITH: 0 (10) Shared Dispositive Power	
(11)	4,291,913 Aggregate Amount Beneficially Owned by Each Reporting Person:	
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	OO (Limited Liability Company)	

CUSIP No. 819047 101		7 101	Schedule 13D/A	Page 10 of 18 Pages
(1)	Name of	Repo	orting Persons:	
	I.R.S. Id	entifi	cation No. of Above Persons (entities only):	
(2)	Jonathar Check th		okoloff propriate Box if a Member of a Group (See Instructions):	
	(a)	(b)		
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(5)	Check B	ox if	Disclosure of Legal Proceedings is Required Pursuant to Items 2(d)	or 2(e):
(6)	Citizens	hip or	Place of Organization:	
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	IN

CUSIP I	No. 819047 10	Schedule 13D/A	Page 11 of 18 Pages
(1)	Name of Rep	porting Persons:	
	I.R.S. Identif	ication No. of Above Persons (entities only):	
(2)	J. Kristofer C	Galashan oppropriate Box if a Member of a Group (See Instructions):	
	(a) (b)		
(3)	SEC Use On	ly:	
(4)	Source of Fu	nds (See Instructions):	
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NUMB	Canada BER OF (7)	Sole Voting Power	
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REPORTING

(9) Sole Dispositive Power

PE	ERSON
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(11)	4,291,913 Aggregate Amount Beneficially Owned by Each Reporting Person:
(12)	4,291,913 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
(13)	Percent of Class Represented by Amount in Row (11):
(14)	11.68% beneficial ownership of the voting stock based on 36,730,533 shares of Common Stock outstanding as of October 25, 2017, as reported in Issuer s Quarterly Report on Form 10-Q for the quarter ended September 27, 2017  Type of Reporting Person (See Instructions):
	IN

CUSIP No. 819047 101 Schedule 13D/A Page 12 of 18 Pages

#### ITEM 1. SECURITY AND ISSUER

This Amendment No. 12 to Schedule 13D (this **Amendment**) relates to shares of Class A common stock, par value \$0.001 per share (the **A-Common**) of Shake Shack Inc., a Delaware corporation (the **Issuer**). Capitalized terms used in this Amendment and not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

The address of the Issuer s principal executive offices is 24 Union Square East, 5th Floor, New York, NY 10003.

#### ITEM 2 IDENTITY AND BACKGROUND

The disclosure provided in Item 2 of Schedule 13D amended hereby is updated to include the following additional disclosure:

(a) As of the date of this statement, (i) GEI VI is the record owner of 73,798 shares of A-Common and 2,485,837 shares of the Issuer s Class B common stock, par value \$0.001 per share ( **B-Common** ), (ii) GEI Side VI is the record owner of 1,525,553 shares of A-Common, and (iii) Malted is the record owner of 762 shares of A-Common and 186,067 shares of B-Common.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) and (b)

	Number* of			Percentage
Reporting	Shares With		Shared	of Class
	Shared Voting	Sole Beneficial	Beneficial	Beneficially
Persons	Power	Ownership	Ownership*	Owned
GEI VI	4,291,913	0	4,282,913	11.66%
GEI Side VI	4,291,913	0	4,282,913	11.66%
Malted	4,291,913	0	4,282,913	11.66%
Jonathan D. Sokoloff	4,291,913	0	4,282,913	11.66%
J. Kristofer Galashan	4,291,913	9,000	4,291,913	11.68%
Other Reporting Persons	4,291,913	0	4,282,913	11.66%

<sup>\*</sup> All share numbers presented in this table assume full conversion of B-Common to A-Common.

The following table sets forth all transactions with respect to shares of Common Stock effectuated since the most recent filing on Schedule 13D by any of the Reporting Persons. Each day s sales comprised open market transactions made on that day, and the price per share reported is 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 of Common Stock and prices at which the trades were effected.

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Reporting Person	Date of Transaction	Number of Shares Sold	Price per Share
GEI VI	11/29/2017	179,748	\$40.05
GEI Side VI	11/29/2017	107,130	\$40.05
Malted	11/29/2017	13,122	\$40.05
GEI VI	11/30/2017	133,533	\$40.68
GEI Side VI	11/30/2017	79,589	\$40.68
Malted	11/30/2017	9,745	\$40.68

- (d) Not applicable.
- (e) Not applicable.

#### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- 7.1 Amendment No. 2 to Stockholders Agreement, dated as of May 11, 2017, by and among Shake Shack Inc., Green Equity Investors VI, L.P., Green Equity Investors Side VI, L.P., LGP Malted Coinvest LLC, and certain other parties thereto (incorporated by reference to Exhibit 7.12 to Daniel H. Meyer s Schedule 13D/A, filed with the Securities and Exchange Commission on July 20, 2017).
- 7.2 Form of Stockholders Agreement (incorporated by reference to Exhibit 10.4 to Shake Shack Inc. s Form S-1 Amendment No. 1, filed with the Securities and Exchange Commission on January 20, 2015).
- 7.3 Form of Registration Rights Agreement (incorporated by reference to Exhibit 10.2 to Shake Shack Inc. s Form S-1, filed with the Securities and Exchange Commission on December 29, 2014).
- 7.4 Form of Tax Receivable Agreement (incorporated by reference to Exhibit 10.1 to Shake Shack Inc. s Form S-1 Amendment No. 1, filed with the Securities and Exchange Commission on January 20, 2015).
- 7.5 Form of Third Amended and Restated LLC Agreement of SSE Holdings, LLC (incorporated by reference to Exhibit 10.3 to Shake Shack Inc. s Form S-1 Amendment No. 1, filed with the Securities and Exchange Commission on January 20, 2015).

CUSIP No. 819047 101 Schedule 13D/A Page 14 of 18 Pages

- 7.6 Joint Filing Agreement, dated February 9, 2015 (incorporated by reference to Exhibit 7.5 to Green Equity Investors VI, L.P. s Schedule 13D, filed with the Securities and Exchange Commission on February 9, 2015).
- 7.7 Identification of Members of the Group, dated February 9, 2015 (incorporated by reference to Exhibit 7.6 to Green Equity Investors VI, L.P. s Schedule 13D, filed with the Securities and Exchange Commission on February 9, 2015).
- 7.8 Power of Attorney, dated February 9, 2015 (incorporated by reference to Exhibit 7.7 to Green Equity Investors VI, L.P. s Schedule 13D, filed with the Securities and Exchange Commission on February 9, 2015).
- 7.9 Form of Underwriting Agreement (incorporated by reference to Exhibit 1.1 to Shake Shack Inc. s Form S-1 Amendment No. 1, filed with the Securities and Exchange Commission on August 10, 2015).
- 7.10 Form of Trading Agreement, dated and effective as of November 13, 2015 (incorporated by reference to Exhibit 7.9 to Green Equity Investors VI, L.P. s Amendment No. 2 to Schedule 13D, filed with the Securities and Exchange Commission on November 13, 2015).
- 7.11 Power of Attorney, dated September 7, 2016 (incorporated by reference to Exhibit 7.10 to Green Equity Investors VI, L.P. s Schedule 13D/A, filed with the Securities and Exchange Commission on November 16, 2016).

CUSIP No. 819047 101 Schedule 13D/A Page 15 of 18 Pages

#### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this Amendment is true, complete, and correct.

Dated as of December 5, 2017

Green Equity Investors VI, L.P. By: GEI Capital VI, LLC, its General Partner

By: /s/ Andrew C. Goldberg Andrew C. Goldberg, as Attorney-in-Fact for Jonathan D. Sokoloff Manager

Green Equity Investors Side VI, L.P. By: GEI Capital VI, LLC, its General Partner

By: /s/ Andrew C. Goldberg
Andrew C. Goldberg, as Attorney-in-Fact
for
Jonathan D. Sokoloff
Manager

**LGP Malted Coinvest LLC** 

By: Peridot Coinvest Manager LLC, its Manager

By: Leonard Green & Partners, L.P., its Manager

By: LGP Management, Inc., its General Partner

By: /s/ Andrew C. Goldberg Andrew C. Goldberg, as Attorney-in-Fact for Jonathan D. Sokoloff Executive Vice President and Managing

**GEI Capital VI, LLC** 

Partner

By: /s/ Andrew C. Goldberg
Andrew C. Goldberg, as Attorney-in-Fact
for
Jonathan D. Sokoloff
Manager

## Green VI Holdings, LLC

By: /s/ Andrew C. Goldberg
Andrew C. Goldberg, as Attorney-in-Fact
for
Jonathan D. Sokoloff
Manager

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# Leonard Green & Partners, L.P. By: LGP Management, Inc., its General Partner

By: /s/ Andrew C. Goldberg
Andrew C. Goldberg, as Attorney-in-Fact
for Jonathan D. Sokoloff
Executive Vice President and Managing
Partner

#### LGP Management, Inc.

By: /s/ Andrew C. Goldberg
Andrew C. Goldberg, as Attorney-in-Fact
for
Jonathan D. Sokoloff
Executive Vice President and Managing
Partner

#### **Peridot Coinvest Manager LLC**

By: Leonard Green & Partners, L.P., its Manager By: LGP Management, Inc., its General Partner

By: /s/ Andrew C. Goldberg Andrew C. Goldberg, as Attorney-in-Fact

Jonathan D. Sokoloff

Executive Vice President and Managing Partner

/s/ Andrew C. Goldberg
Andrew C. Goldberg, as Attorney-in-Fact for
Jonathan D. Sokoloff

/s/ Andrew C. Goldberg Andrew C. Goldberg, as Attorney-in-Fact for J. Kristofer Galashan CUSIP No. 819047 101 Schedule 13D/A Page 17 of 18 Pages

## **EXHIBIT INDEX**

EXHIBIT NO.	DESCRIPTION
7.1	Amendment No. 2 to Stockholders Agreement, dated as of May 11, 2017, by and among Shake Shack Inc., Green Equity Investors VI, L.P., Green Equity Investors Side VI, L.P., LGP Malted Coinvest LLC, and certain other parties thereto (incorporated by reference to Exhibit 7.12 to Daniel H. Meyer s Schedule 13D/A, filed with the Securities and Exchange Commission on July 20, 2017).
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7.5	Form of Third Amended and Restated LLC Agreement of SSE Holdings, LLC (incorporated by reference to Exhibit 10.3 to Shake Shack Inc. s Form S-1 Amendment No. 1, filed with the Securities and Exchange Commission on January 20, 2015).
7.6	Joint Filing Agreement, dated February 9, 2015 (incorporated by reference to Exhibit 7.5 to Green Equity Investors VI, L.P. s Schedule 13D, filed with the Securities and Exchange Commission on February 9, 2015).
7.7	Identification of Members of the Group, dated February 9, 2015 (incorporated by reference to Exhibit 7.6 to Green Equity Investors VI, L.P. s Schedule 13D, filed with the Securities and Exchange Commission on February 9, 2015).
7.8	Power of Attorney, dated February 9, 2015 (incorporated by reference to Exhibit 7.7 to Green Equity Investors VI, L.P. s Schedule 13D, filed with the Securities and Exchange Commission on February 9, 2015).
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7.10	Form of Trading Agreement, dated and effective as of November 13, 2015 (incorporated by reference to Exhibit 7.9 to Green Equity Investors VI, L.P. s Amendment No. 2 to Schedule 13D, filed with the Securities and Exchange Commission on November 13, 2015).

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7.11 Power of Attorney, dated September 7, 2016 (incorporated by reference to Exhibit 7.10 to Green Equity Investors VI, L.P. s Schedule 13D/A, filed with the Securities and Exchange Commission on November 16, 2016).