

Shake Shack Inc.
Form 4
December 16, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
SLOATE LAURA J

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)
35 EAST 75TH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2015

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

NEW YORK, NY 10021

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

(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	(A) or (D)	Price
Class A Common Stock	12/09/2015		C		18,000	A	18,000
Class A Common Stock	12/14/2015		S		6,000	D	\$ 41.08 12,000
Class A Common Stock	12/14/2015		S		2,000	D	\$ 40.66 10,000
Class A Common Stock	12/15/2015		S		5,000	D	\$ 40.75 5,000

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Class A Common Stock	12/16/2015	C	25,000	A	<u>(1)</u>	30,000	D
Class A Common Stock	12/16/2015	S	2,500	D	\$ 40.4642	27,500	D
Class B Common Stock	12/09/2015	<u>J(2)</u>	18,000	D	\$ 0 <u>(2)</u>	319,074	D
Class B Common Stock	12/16/2015	<u>J(2)</u>	25,000	D	\$ 0 <u>(2)</u>	294,074	D

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
Common Membership Interests	<u>(1)</u>	12/09/2015		C	18,000	<u>(3)</u> <u>(3)</u>	Class A Common Stock 18,000
Common Membership Interests	<u>(1)</u>	12/16/2015		C	25,000	<u>(3)</u> <u>(3)</u>	Class A Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLOATE LAURA J 35 EAST 75TH STREET			X	

NEW YORK, NY 10021

Signatures

s/ Miriam Tauber, Attorney-in-Fact for Laura J.
Sloate

12/16/2015

__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) Upon the reclassification of the Reporting Person's membership interests in SSE Holdings, LLC ("LLC Interests") in connection with the Issuer's IPO in February 2015, the LLC Interests became convertible into an equal number of shares of Class A Common Stock on a one-for-one basis, or at the election of the issuer, redeemable for cash equal to the volume-weighted average market price of such Class A shares.

(2) Upon the reclassification of the Reporting Person's LLC Interests described above, the Reporting Person was issued one share of Class B Common Stock for each LLC Interest. One share of Class B Common Stock must be surrendered and canceled upon conversion or redemption of each LLC Interest. Effective December 9 and December 16, 2015, the Reporting Person converted LLC Interests into shares of Class A Common Stock, and an equal number of shares of Class B Common stock were surrendered and cancelled for no consideration.

(3) The LLC Interests may be converted or redeemed at any time and have no expiration date.

Remarks:

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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.