

Habit Restaurants, Inc.
 Form 3
 April 22, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| GOLDMAN SACHS GROUP INC | | | (Month/Day/Year) | Habit Restaurants, Inc. [HABT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 200 WEST STREET | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK, NY 10282 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) | (specify below) | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Shares | 1,559,435 | I | See footnotes (1) (2) |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|
| | Expiration Date | Title | | | |

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| | Date Exercisable | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------------|---------------|----------------------------|--|----------------------------|---------------------------|
| Call Option (right to purchase) | Â (3) 05/20-04:00/2016 | Common Shares | 1,300 \$ 18 | | I | See footnotes (1) (4) |
| Call Option (right to purchase) | Â (3) 05/20-04:00/2016 | Common Shares | 100 \$ 20 | | I | See footnotes (1) (4) |
| Call Option (right to purchase) | Â (3) 05/20-04:00/2016 | Common Shares | 100 \$ 23 | | I | See footnotes (1) (4) |
| Call Option (right to purchase) | Â (3) 05/20-04:00/2016 | Common Shares | 500 \$ 19 | | I | See footnotes (1) (4) |
| Call Option (right to purchase) | Â (3) 09/16-04:00/2016 | Common Shares | 500 \$ 12 | | I | See footnotes (1) (4) |
| Call Option (obligation to sell) | Â (3) 06/17-04:00/2016 | Common Shares | 2,900 \$ 20 | | I | See footnotes (1) (4) |
| Put Option (right to sell) | Â (3) 05/20-04:00/2016 | Common Shares | 600 \$ 17 | | I | See footnotes (1) (4) |
| Put Option (right to sell) | Â (3) 06/17-04:00/2016 | Common shares | 200 \$ 24 | | I | See footnotes (1) (4) |
| Put Option (obligation to purchase) | Â (3) 09/16-04:00/2016 | Common Shares | 700 \$ 10 | | I | See footnotes (1) (4) |
| Security Based Swap (call equivalent) | Â (5) 12/29-05:00/2025 | Common Shares | 44,653 \$ (5) | | I | See footnotes (1) (4) (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | Â | Â | Â | Â |
| GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282 | Â | Â | Â | Â |

Signatures

/s/ Yvette Kusic,
Attorney-in-fact
04/22-04:00/2016
Date

**Signature of Reporting Person

/s/ Yvette Kusic,
Attorney-in-fact
04/22-04:00/2016
Date

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs," and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(2) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 1,559,435 shares of common stock, par value \$0.01 per share ("Common Stock") of Habit Restaurants, Inc. (the "Company"), and Goldman Sachs holds open short positions of 156,288 shares of Common Stock.

(3) Immediately exercisable.

(4) The securities reported herein are beneficially owned directly by Goldman Sachs and may be deemed to be beneficially owned indirectly by GS Group.

(5) Goldman Sachs International ("GSI"), a wholly-owned subsidiary of the GS Group, entered into a security-based swap agreement under which GSI is obligated to make payments to its counterparty, or GSI's counterparty is obligated to make payments to GSI, as the case may be, based on changes in the price of the Company's common shares. In addition, the counterparty is obligated to make floating rate payments to GSI based on the notional size of the transaction.

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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