

# 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).

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> <b>SWINGHAMER DAVID A</b>			2. Issuer Name and Ticker or Trading Symbol <b>Shake Shack Inc. [ SHAK ]</b>				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY) <b>11/12/2015</b>				Director	<input checked="" type="checkbox"/> 10% Owner	
<b>C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR</b>							Officer (give title below)	<input type="checkbox"/> Other (specify below)	
(Street) <b>NEW YORK, NY 10003</b>			4. If Amendment, Date Original Filed (MM/DD/YYYY) <b>11/16/2015</b>				6. Individual or Joint/Group Filing (Check Applicable Line)		
(City)	(State)	(Zip)					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)			
CLASS A COMMON STOCK	11/12/2015		C		198513 <u>1</u>	A	\$0 <u>2</u>	198513	I <u>3</u> By Trust

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

#### Explanation of Responses:

( On November 16, 2015, the reporting person filed a Form 4 (the "Original Form 4"), which disclosed a transaction pursuant to which 198,513 common membership interests in SSE Holdings, LLC (the "LLC Interests") held by the David A. Swinghamer GRAT were redeemed for an equal number of shares of the Issuer's Class A Common Stock, and in connection therewith, 198,513 shares of the Issuer's Class B Common Stock held by the David A. Swinghamer GRAT were cancelled for no consideration pursuant to the Amended and Restated Certificate of Incorporation of the Issuer. The Original Form 4 and 5 subsequently filed Forms 4 omitted the ownership by the David A. Swinghamer GRAT of the 198,513 shares of the Issuer's Class A Common Stock acquired in connection with the redemption.

(  
2) Shares obtained upon redemption of the LLC Interests for an equal number of shares of the Issuer's Class A Common Stock.

( Held directly by the David A. Swinghamer GRAT, of which Susan Swinghamer, the reporting person's wife, is the trustee and beneficiary. Each of David  
3) Swinghamer and Susan Swinghamer disclaims beneficial ownership of the shares and LLC Interests, as applicable, reported herein, except to the extent of his or her pecuniary interest therein.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWINGHAMER DAVID A C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003		X		
DAVID A. SWINGHAMER GRAT 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003		X		
Swinghamer Susan 2 DEVEREUX COURT RYE, NY 10580		X		

**Signatures****/s/ David A. Swinghamer**\*\* Signature of Reporting Person**1/28/2016**

Date

**/s/ Susan Swinghamer**\*\* Signature of Reporting Person**1/28/2016**

Date

**/s/ Susan Swinghamer, as Trustee of the David A. Swinghamer GRAT4**\*\* Signature of Reporting Person**1/28/2016**

Date

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

\* 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).

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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