

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Shake Shack Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

819047 101
(CUSIP Number)

**Ashley E. Campbell
c/o Shake Shack Inc.
24 Union Square East
5th Floor
New York, NY 10003
(646) 747-7200**

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

October 8, 2015
(Date of Event which Requires Filing of this Statement)

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), check the following box.

Note : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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).

| | | |
|--|--|--------------------------|
| 1 | Names of Reporting Persons. | |
| | Ashley E. Campbell | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) <input type="checkbox"/> | |
| | (b) <input checked="" type="checkbox"/> | |
| 3 | SEC Use Only | |
| 4 | Source of Funds | |
| | | |
| 5 | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | |
| | <input type="checkbox"/> | |
| 6 | Citizenship or Place of Organization | |
| | United States of America | |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7 | Sole Voting Power |
| | | 31,935 |
| | 8 | Shared Voting Power |
| | | 0 |
| | 9 | Sole Dispositive Power |
| | | 31,935 |
| | 10 | Shared Dispositive Power |
| | | 0 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 31,935 | |
| 12 | Check if the Aggregate Amount in Row (11) Excludes Certain Securities | |
| | <input type="checkbox"/> | |
| 13 | Percent of Class Represented by Amount in Row (11) | |
| | 0.1% beneficial ownership of the voting stock based on 36,250,000 shares of Common Stock outstanding as of October 7, 2015 | |
| 14 | Type of Reporting Person | |
| | IN | |

Note: All share numbers on these cover pages presented on an as-converted basis.

Preliminary Note

This Amendment No. 2, dated October 8, 2015 (this "Amendment No. 2"), amends and supplements the Schedule 13D filed on February 17, 2015 (as amended and supplemented to date, the "Schedule 13D") relating to shares of Class A common stock, \$0.001 par value per share (the "A-Common"), of Shake Shack Inc. (the "Issuer"). Capitalized terms used in this Amendment No. 2 and not otherwise defined herein shall have the same meanings ascribed to them in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by inserting the following text at the end thereof.

On October 8, 2015, the Meyer Stockholders (as defined in the Stockholders Agreement), the LGP Stockholders (as defined in the Stockholders Agreement) and the SEG Stockholders (as defined in the Stockholders Agreement) entered into Amendment No. 1 to the Stockholders Agreement, pursuant to which the Reporting Person was removed as a party to the Stockholders Agreement. As a result, the Reporting Person no longer is a member of the Voting Group.

Item 5. Interest in Securities of the Issuer

Item 5(e) of the Schedule 13D is amended and restated in its entirety by inserting the following information:

(e) October 8, 2015

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented by the following:

As stated above, on October 8, 2015, the Reporting Person was removed as a party to the Stockholders Agreement pursuant to Amendment No. 1 to the Stockholders Agreement ("Amendment No. 1 to Stockholders Agreement"). Amendment No. 1 to Stockholders Agreement is discussed in Item 4 and is filed as Exhibit 7.1.

Item 7. Materials to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Amendment No. 1 to Stockholders Agreement, dated and effective as of October 8, 2015, by and among Shake Shack Inc., SSE Holdings, LLC, the Meyer Stockholders, the LGP Stockholders and the SEG Stockholders. |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 8, 2015

By: /s/ Ronald Palmese, Jr.
Ronald Palmese, Jr., Esq., Attorney-in-Fact for Ashley E. Campbell

AMENDMENT No. 1 TO Stockholders AGREEMENT

THIS AMENDMENT NO. 1 TO STOCKHOLDERS AGREEMENT, dated and effective as of October 8, 2015 (this “Amendment”), is entered into by and among (i) Shake Shack Inc., a Delaware corporation (the “Company”), (ii) SSE Holdings, LLC, a Delaware limited liability company (“Holdings”), (iii) the Persons listed on the signature pages hereto under the caption “Meyer Stockholders” (the “Meyer Stockholders”), (iv) the Persons listed on the signature pages hereto under the caption “LGP Stockholders” (the “LGP Stockholders”) and (v) the Persons listed on the signature pages hereto under the caption “SEG Stockholders” (the “SEG Stockholders”). All capitalized terms defined herein but not used herein shall have the meanings as ascribed to such terms in the Original Stockholders Agreement (as defined below).

W I T N E S S E T H:

WHEREAS, the Company, Holdings, the Meyer Stockholders, the LGP Stockholders, the SEG Stockholders and certain other stockholders of the Company (together with their Affiliates and the Meyer Stockholders, collectively, the “Management Stockholders”) have previously entered into a Stockholders Agreement, dated and effective as of February 4, 2015 (the “Original Stockholders Agreement”); and

WHEREAS, the Meyer Stockholders, the LGP Stockholders and the SEG Stockholders desire to amend the Original Stockholders Agreement as hereinafter provided to remove certain persons as Management Stockholders.

NOW, THEREFORE, Meyer Stockholders, the LGP Stockholders and the SEG Stockholders hereto agree as follows:

- A. Schedule 2 (Management Stockholders) to the Original Stockholders Agreement is hereby amended and restated in its entirety and replaced by Schedule 2 attached hereto.
 - B. As hereby amended by this Amendment, the Original Stockholders Agreement remains in full force and effect.
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MEYER STOCKHOLDERS :

UNION SQUARE HOSPITALITY GROUP, LLC

By: /s/ Daniel H. Meyer

Name: Daniel H. Meyer

Title: Chief Executive Officer

UNION SQUARE CAFE CORP.

By: /s/ Daniel H. Meyer

Name: Daniel H. Meyer

Title: Authorized Signatory

GRAMERCY TAVERN CORP.

By: /s/ Daniel H. Meyer

Name: Daniel H. Meyer

Title: Authorized Signatory

/s/ Daniel H. Meyer

Daniel H. Meyer

DANIEL H. MEYER 2012 GIFT TRUST U/A/D 10/31/12

By: /s/ Jack R. Polsky

Name: Jack R. Polsky, not individually but solely as Co-Trustee

[Signature Page to Amendment No. 1 to Stockholders Agreement]

LGP STOCKHOLDERS :

GREEN EQUITY INVESTORS VI, L.P.

By: GEI Capital, VI, LLC, its General Partner

By: /s/ J.T. Schumacher

J.T. Schumacher

Vice President - Tax

GREEN EQUITY INVESTORS SIDE VI, L.P.

By: GEI Capital, VI, LLC, its General Partner

By: /s/ J.T. Schumacher

J.T. Schumacher

Vice President - Tax

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/ J.T. Schumacher

J.T. Schumacher

Vice President - Tax

[Signature Page to Amendment No. 1 to Stockholders Agreement]

SEG STOCKHOLDERS :

SEG PARTNERS, L.P.

By: SEG Partners Holdings, LLC, its general partner

By: /s/ George Loening

Name: George Loening

Title: Managing Member

SEG PARTNERS II, L.P.

By: SEG Partners II Holdings, LLC, its general partner

By: /s/ George Loening

Name: George Loening

Title: Managing Member

SEG PARTNERS OFFSHORE MASTER FUND, LTD

By: /s/ George Loening

Name: George Loening

Title: Director

[Signature Page to Amendment No. 1 to Stockholders Agreement]

SCHEDULE 2

MANAGEMENT STOCKHOLDERS

Daniel H. Meyer
Daniel H. Meyer 2012 Gift Trust U/A/D 10/31/12
Union Square Hospitality Group, LLC
Union Square Cafe Corp.
Gramercy Tavern Corp.
Jeff Flug
Flug 2012 GS Trust U/A/D 9/4/12
Gulf Five LLC
David A. Swinghamer
David A. Swinghamer Grat
Richard Coraine
Richard D. Coraine 2012 Family Trust
Karen Kochevar
Laura Sloate
Randy Garutti
The Randall J. Garutti 2014 GST Trust
Jeff Uttz
Robert Vivian
Granite Point Capital, LP
ACG Shack LLC