

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 *<br><b>KOCHEVAR KAREN</b><br><div>(Last) (First) (Middle)</div> <b>C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR</b><br><div>(Street)</div> <b>NEW YORK, NY 10003</b><br><div>(City) (State) (Zip)</div> | 2. Issuer Name and Ticker or Trading Symbol<br><b>Shake Shack Inc. [ SHAK ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><div>Director<br/>Officer (give title below)</div> <div><input checked="" type="checkbox"/> 10% Owner<br/>Other (specify below)</div>           |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>7/22/2016</b>  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><div><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</div> |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)   |   |  |

| 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) | Price          |   |  |   |
| CLASS A COMMON STOCK   | 7/22/2016      |                                   | S                         |   | 15875   | D          | \$40.72 (1)(2) | 0   | D  |   |

| Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities) |  |                |                                   |                           |   |  |   |  |   |                 |  |  |  |  |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|--|---|-----------------|--|--|--|--|
| 1. Title of Derivate 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) |
|  |  |                |                                   | Code                      | V |  |   |  | Date Exercisable  | Expiration Date |  |  |  |  |

**Explanation of Responses:**

( 1) This transaction was executed in multiple trades at prices ranging from \$40.50 to \$40.96. The price reported above reflects the weighted average sales price.

( 2) The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KOCHEVAR KAREN<br>C/O SHAKE SHACK INC.<br>24 UNION SQUARE EAST, 5TH FLOOR<br>NEW YORK, NY 10003 |               | X         |         |       |

Signatures

/s/ Karen Kochevar

\*\*Signature of Reporting Person

7/22/2016

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.