

# FORM 4

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

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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 * <b>Meyer Daniel Harris</b> (Last) (First) (Middle) <b>C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR</b> (Street) <b>NEW YORK, NY 10003</b> (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/24/2015</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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	12/24/2015		C (1)(2)		1390218 (1)(2)	A	(1)(2)	1420318 (1)(2)(3)	I	By Trust
CLASS B COMMON STOCK	12/24/2015		C (1)(2)		1727804 (1)(2)	D	(1)(2)	0 (1)(2)	I	By Corp. (4)

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Membership Interests	(5)	12/24/2015		C			1727804 (1) (2)	(5)	(5)	CLASS A COMMON STOCK	1727804.0	\$0 (5)	0 (1) (2)	I	By Corp. (6)

#### Explanation of Responses:

- ( Pursuant to a Stockholders Agreement, dated as of February 4, 2015, as amended, by and among Issuer, the Reporting Person, Union Square Cafe Corp.
- 1) ("USC"), Gramercy Tavern Corp. ("GT"), Union Square Hospitality Group, LLC ("USHG") and Daniel H. Meyer 2012 Gift Trust (the "Gift Trust" and, collectively, the "Meyer Stockholders") and other signatories party thereto, the Meyer Stockholders have the right to cause all of the stock of USC and GT to be converted into and exchanged for shares of Issuer's Class A Common Stock ("Class A Stock") pursuant to a reorganization under Section 368(a) of the Internal Revenue Code (the "Reorganization"). The Meyer Stockholders made such an election with respect to USC.
- ( To effect the Reorganization, a subsidiary of Issuer merged with and into USC, which then merged with and into Issuer, resulting in (i) conversion and
- 2) exchange of shares of USC for Class A Stock, (ii) cancellation of Class B Stock of the Issuer held by USC, and (iii) transfer of LLC Interests held by USC to Issuer. Class B Stock and LLC Interests held by USC were reported as held by the Reporting Person by virtue of his control over USC and, accordingly, their cancellation and transfer, as applicable, is reported hereon. The Reporting Person (through the Daniel H. Meyer Investment Trust) received 1,390,218 shares of Class A Stock in exchange for shares of USC, representing his 80.462% interest in USC. The other shareholders received an aggregate of 337,586 shares of Class A Stock in exchange for shares of USC, representing their aggregate 19.528% interest in USC. The reported transactions are exempt under Rule 16b-6(b), 16b-3 and 16b-7 of the Securities Exchange Act of 1934.
- (
- 3) Includes 30,100 shares of Class A Stock previously acquired by the Daniel Meyer Investment Trust.
- ( Daniel Meyer also holds 1,270,136 shares of Issuer's Class B Common Stock Stock ("Class B Stock") directly; 2,690,263 shares of Class B Stock indirectly
- 4) through GT; and 95,238 shares of Class B Stock indirectly through USHG. In addition, 590,921 shares of Class B Stock are held by the Gift Trust. Daniel Meyer disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.
- ( The common membership interests in SSE Holdings, LLC (the "LLC Interests") are redeemable for an equal number of shares of Class A Stock. The LLC
- 5) Interests have no expiration date. However, USC did not exercise the redemption right prior to the effective time of the mergers.
- ( Daniel Meyer also holds 1,270,136 LLC Interests directly; 2,690,263 LLC Interests indirectly through GT; and 95,238 LLC Interests indirectly through

- 6) USHG. An additional 590,921 LLC Interests are held by the Gift Trust. Daniel Meyer disclaims beneficial ownership of all of the LLC Interests held by these entities except to the extent of his pecuniary interest therein.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Meyer Daniel Harris</b> <b>C/O SHAKE SHACK INC.</b> <b>24 UNION SQUARE EAST, 5TH FLOOR</b> <b>NEW YORK, NY 10003</b>	<b>X</b>	<b>X</b>		

#### Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Daniel Harris Meyer .

—Signature of Reporting Person

1/20/2016

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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