

FORM 4

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

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 * POLSKY JACK R <small>(Last) (First) (Middle)</small> C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR <small>(Street)</small> NEW YORK, NY 10003 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol Shake Shack Inc. [SHAK] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/18/2015</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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) | Price | | | |
| CLASS A COMMON STOCK | 8/18/2015 | | C | | 4578 | A | (1) | 4878 | I | BY TRUST (2) |
| CLASS A COMMON STOCK | 8/18/2015 | | S | | 4578 | D | \$57.75 | 300 | I | BY TRUST (2) |
| CLASS B COMMON STOCK | 8/18/2015 | | J (3) | | 4578 | D | (3) | 29376 | I | BY TRUST (2) |
| CLASS A COMMON STOCK | 8/18/2015 | | C | | 1144 | A | (1) | 1444 | I | BY TRUST (4) |
| CLASS A COMMON STOCK | 8/18/2015 | | S | | 1144 | D | \$57.75 | 300 | I | BY TRUST (4) |
| CLASS B COMMON STOCK | 8/18/2015 | | J (3) | | 1144 | D | (3) | 7344 | I | BY TRUST (4) |
| CLASS A COMMON STOCK | 8/18/2015 | | C | | 2289 | A | (1) | 2589 | I | BY TRUST (5) |
| CLASS A COMMON STOCK | 8/18/2015 | | S | | 2289 | D | \$57.75 | 300 | I | BY TRUST (5) |
| CLASS B COMMON STOCK | 8/18/2015 | | J (3) | | 2289 | D | (3) | 14688 | I | BY TRUST (5) |
| CLASS A COMMON STOCK | 8/18/2015 | | C | | 4578 | A | \$0 (1) | 4878 | I | BY TRUST (6) |
| CLASS A COMMON STOCK | 8/18/2015 | | S | | 4578 | D | \$57.75 | 300 | I | BY TRUST |

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 | | | |
| | | | | | | | | | | (6) |
| CLASS B COMMON STOCK | 8/18/2015 | | J (3) | | 4578 | D | (3) | 29376 | I | BY TRUST (6) |
| CLASS A COMMON STOCK | 8/18/2015 | | C | | 2289 | A | (1) | 2589 | I | BY TRUST (7) |
| CLASS A COMMON STOCK | 8/18/2015 | | S | | 2289 | D | \$57.75 | 300 | I | BY TRUST (7) |
| CLASS B COMMON STOCK | 8/18/2015 | | J (3) | | 2289 | D | (3) | 14688 | I | BY TRUST (7) |
| CLASS A COMMON STOCK | 8/18/2015 | | C | | 4578 | A | (1) | 4878 | I | BY TRUST (8) |
| CLASS A COMMON STOCK | 8/18/2015 | | S | | 4578 | D | \$57.75 | 300 | I | BY TRUST (8) |
| CLASS B COMMON STOCK | 8/18/2015 | | J (3) | | 4578 | D | (3) | 29376 | I | BY TRUST (8) |
| CLASS A COMMON STOCK | 8/18/2015 | | C | | 4578 | A | (1) | 4878 | I | BY TRUST (9) |
| CLASS A COMMON STOCK | 8/18/2015 | | S | | 4578 | D | \$57.75 | 300 | I | BY TRUST (9) |
| CLASS B COMMON STOCK | 8/18/2015 | | J (3) | | 4578 | D | (3) | 29376 | I | BY TRUST (9) |
| CLASS A COMMON STOCK | 8/18/2015 | | C | | 4578 | A | (1) | 4878 | I | BY TRUST (10) |
| CLASS A COMMON STOCK | 8/18/2015 | | S | | 4578 | D | \$57.75 | 300 | I | BY TRUST (10) |
| CLASS B COMMON STOCK | 8/18/2015 | | J (3) | | 4578 | D | (3) | 29376 | I | BY TRUST (10) |
| CLASS A COMMON STOCK | 8/18/2015 | | C | | 4578 | A | (1) | 4878 | I | BY TRUST (11) |
| CLASS A COMMON STOCK | 8/18/2015 | | S | | 3433 | D | \$57.75 | 300 | I | BY TRUST (11) |
| CLASS B COMMON STOCK | 8/18/2015 | | J (3) | | 3433 | D | (3) | 22032 | I | BY TRUST (11) |
| CLASS A COMMON STOCK | 8/18/2015 | | C | | 11445 | A | (1) | 11745 | I | BY TRUST (12) |
| CLASS A COMMON STOCK | 8/18/2015 | | S | | 11445 | D | \$57.75 | 300 | I | BY TRUST (12) |
| CLASS B COMMON STOCK | 8/18/2015 | | J (3) | | 11445 | D | (3) | 73439 | I | BY TRUST (12) |

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) |
|--|--|----------------|-----------------------------------|---------------------------|---|-----|--|------------------|---|----------------------|---|------|--|---|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| Common Membership Interests | (13) | 8/18/2015 | | C | | | 4578 | (13) | (13) | CLASS A COMMON STOCK | 4578.0 | (13) | 29376 | I | BY TRUST (2) | |
| Common Membership Interests | (13) | 8/18/2015 | | C | | | 1144 | (13) | (13) | CLASS A COMMON STOCK | 1144.0 | (13) | 7344 | I | BY TRUST (4) | |
| Common Membership Interests | (13) | 8/18/2015 | | C | | | 2289 | (13) | (13) | CLASS A COMMON STOCK | 2289.0 | (13) | 14688 | I | BY TRUST (5) | |
| Common Membership Interests | (13) | 8/18/2015 | | C | | | 4578 | (13) | (13) | CLASS A COMMON STOCK | 4578.0 | (13) | 29376 | I | BY TRUST (6) | |
| Common Membership Interests | (13) | 8/18/2015 | | C | | | 2289 | (13) | (13) | CLASS A COMMON STOCK | 2289.0 | (13) | 14688 | I | BY TRUST (7) | |
| Common Membership Interests | (13) | 8/18/2015 | | C | | | 4578 | (13) | (13) | CLASS A COMMON STOCK | 4578.0 | (13) | 29376 | I | BY TRUST (8) | |
| Common Membership Interests | (13) | 8/18/2015 | | C | | | 4578 | (13) | (13) | CLASS A COMMON STOCK | 4578.0 | (13) | 29376 | I | BY TRUST (9) | |
| Common Membership Interests | (13) | 8/18/2015 | | C | | | 4578 | (13) | (13) | CLASS A COMMON STOCK | 4578.0 | (13) | 29376 | I | BY TRUST (10) | |
| Common Membership Interests | (13) | 8/18/2015 | | C | | | 3433 | (13) | (13) | CLASS A COMMON STOCK | 3433.0 | (13) | 22032 | I | BY TRUST (11) | |
| Common Membership Interests | (13) | 8/18/2015 | | C | | | 11445 | (13) | (13) | CLASS A COMMON STOCK | 11445.0 | (13) | 73439 | I | BY TRUST (12) | |

Explanation of Responses:

- (1) Shares obtained upon redemption of common membership interests in SSE Holdings, LLC (the "LLC Interests") for an equal number of shares of the Issuer's Class A Common Stock.
- (2) Held directly by the RHF - TM 1999 Descendants Trust, of which Jack Polsky (the "Reporting Person") is a trustee and Michael C. McQuinn is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 4 filed by Michael C. McQuinn and the RHF - TM 1999 Descendants Trust on August 20, 2015. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (3) Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of the Issuer's Class B Common Stock are cancelled for no consideration on a one-for-one basis upon redemption of the LLC Interests for shares of Class A Common Stock.
- (4) Held directly by the Jean Polsky Investment Trust dtd 3/21/97, of which the Reporting Person is a trustee. The shares and LLC Interests reported herein are also reported on a Form 4 filed by Jean Polsky Investment Trust dtd 3/21/97 and Jean Polsky on August 20, 2015. The Reporting Person disclaims beneficial ownership of the shares and LLC Interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (5) Held directly by the Amy Weiss-Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (6) Held directly by the Hallie Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares and LLC Interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (7) Held directly by the Isaac Weiss-Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares and LLC Interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.

- (8) Held directly by the Gretchen Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares and LLC Interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (9) Held directly by the Charles Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares and LLC Interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (10) Held directly by the Peyton Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares and LLC interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (11) Held directly by the VHP - Special Trust for Jack dtd 12/31/12, of which the Reporting Person is a trustee and Jonathan Graber is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 4 filed by the VHP - Special Trust for Jack dtd 12/31/12 and Jonathan Graber on August 20, 2015. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (12) Held directly by the RHF - NM 1999 Descendants Trust, of which the Reporting Person is a trustee and Michael C. McQuinn is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 4 filed by Michael C. McQuinn and the RHF - NM 1999 Descendants Trust on August 20, 2015. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (13) The LLC Interests are redeemable for an equal number of shares of the Issuer's Class A Common Stock or, at the election of the Issuer, cash equal to the volume-weighted average market price of such shares. The LLC Interests have no expiration date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POLSKY JACK R C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | | X | | |
| AMY WEISS-MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | | X | | |
| ISAAC WEISS-MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | | X | | |
| HALLIE MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | | X | | |
| GRETCHEN MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | | X | | |
| CHARLES MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | | X | | |
| PEYTON MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | | X | | |

Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Jack R. Polsky

8/20/2015

** Signature of Reporting Person

Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Amy Weiss-Meyer Qualified Minor's Trust

8/20/2015

** Signature of Reporting Person

Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Charles Meyer Qualified Minor's Trust

8/20/2015

** Signature of Reporting Person

Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Gretchen Meyer Qualified Minor's Trust

8/20/2015

** Signature of Reporting Person

Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Hallie Meyer Qualified Minor's Trust

8/20/2015

** Signature of Reporting Person

Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Isaac Weiss-Meyer Qualified Minor's Trust

8/20/2015

** Signature of Reporting Person

Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Peyton Meyer Qualified Minor's Trust

8/20/2015

** Signature of Reporting Person

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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