

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

**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

<b>1. Name and Address of Reporting Person *</b>  <b>McQuinn Michael C</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)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Shake Shack Inc. [ SHAK ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>8/18/2015</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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		11445	A	(1)	11745	I	By Trust (4)
CLASS A COMMON STOCK	8/18/2015		S		11445	D	\$57.75	300	I	By Trust (4)
CLASS B COMMON STOCK	8/18/2015		J (3)		11445	D	(3)	73439	I	By Trust (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)	8/18/2015		C		4578		(5)	(5)	CLASS A COMMON STOCK	4578.0	(5)	29376	I	By Trust (2)
Common Membership Interests	(5)	8/18/2015		C		11445		(5)	(5)	CLASS A COMMON STOCK	11445.0	(5)	73439	I	By Trust (4)

**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 Michael C. McQuinn is a trustee and Jack R. Polsky is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 4 filed by Jack R. Polsky on August 20, 2015. Michael C. McQuinn disclaims beneficial ownership over 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 RHF-NM 1999 Descendants Trust, of which Michael C. McQuinn is a trustee and Jack R. Polsky is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 4 filed by Jack R. Polsky on August 20, 2015. Michael C. McQuinn disclaims beneficial ownership over such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (5) 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
<b>McQuinn Michael C</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>RHF - TM 1999 DESCENDANTS TRUST</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>RHF - NM 1999 DESCENDANTS TRUST</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>		

#### Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Michael C. McQuinn

8/20/2015

\*\* Signature of Reporting Person

Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for RHF - TM 1999 Descendants Trust

8/20/2015

\*\* Signature of Reporting Person

Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for the RHF - NM 1999 Descendants 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.

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.