

SHAKE SHACK INC.

Reported by
GARUTTI RANDALL J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/06/15 for the Period Ending 01/29/15

Address	24 UNION SQUARE EAST 5TH FLOOR NEW YORK, NY 10003
Telephone	(646) 747-7200
CIK	0001620533
Symbol	SHAK
SIC Code	5810 - Eating And Drinking Places
Fiscal Year	12/31

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 * GARUTTI RANDALL J <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">1/29/2015</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer
4. If Amendment, Date Original Filed (MM/DD/YYYY)		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

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	1/29/2015		P		100	A	\$47.00	100	D	
CLASS A COMMON STOCK	2/4/2015		P		3000 (1)	A	\$21.00	3100	D	
CLASS B COMMON STOCK	2/4/2015		J (2)		987779	A	\$0.001	987779	D	
CLASS B COMMON STOCK	2/4/2015		J (2)		55972	A	\$0.001	55972	I	BY TRUST (3)

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				
STOCK OPTION (RIGHT TO BUY)	\$21.00	1/29/2015		A		685000		(4)	1/29/2025	CLASS A COMMON STOCK	685000	\$0	685000	D	
COMMON MEMBERSHIP INTERESTS	(5)	2/4/2015		J (6)		987779		(5)	(5)	CLASS A COMMON STOCK	987779	(5)	987779	D	
COMMON MEMBERSHIP INTERESTS	(5)	2/4/2015		J (6)		55972		(5)	(5)	CLASS A COMMON STOCK	55972	(5)	55972	I	BY TRUST (7)

Explanation of Responses:

(1)

Represents shares of Class A common stock, par value \$0.001 per share (the "Class A Common Stock"), purchased under Shake Shack

Inc.'s (the "Issuer") Directed Share Program using personal funds.

- (2) Acquired pursuant to a subscription agreement entered into with the Issuer in connection with the closing of the Issuer's initial public offering on February 4, 2015 (the "IPO"). One share of the Issuer's Class B common stock, par value \$0.001 per share (the "Class B Common Stock"), was issued for each common membership interest in SSE Holdings, LLC (each an "LLC Interest") received pursuant to a reclassification of SSE Holdings, LLC that occurred in connection with the closing of the IPO. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer filed in connection with the IPO, the shares of Class B Common Stock (i) confer no incidents of economic ownership on the holders thereof, (ii) only confer voting rights on the holders thereof and (iii) may only be issued, on a one-for-one basis, to the permitted holders of LLC Interests.
- (3) Represents shares of Class B Common Stock held by The Randall J. Garutti 2014 GST Trust (the "Trust"), of which the Reporting Person's spouse is a trustee and beneficiary. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) The option vests in five equal annual installments on each of the next five anniversaries of the grant date, subject to the Reporting Person's continued service with the Issuer.
- (5) Represents LLC Interests which 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.
- (6) Issued pursuant to a reclassification of SSE Holdings, LLC that occurred in connection with the closing of the IPO, which reclassification is exempt under Rule 16b-7 of the Securities Exchange Act of 1934, as amended. The units in SSE Holdings, LLC held by the Reporting Person prior to the reclassification were cancelled as part of the reclassification. The reclassification is further described in the Third Amended and Restated Limited Liability Company Agreement of SSE Holdings, LLC, which was filed with the Securities and Exchange Commission on January 20, 2015 as Exhibit 10.3 to Amendment No. 1 of the Issuer's Registration Statement on Form S-1.
- (7) Represents LLC Interests held by the Trust. The Reporting Person disclaims beneficial ownership of such interests except to the extent of his pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARUTTI RANDALL J C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X	X	Chief Executive Officer	

Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Randall J. Garutti

2/6/2015

** 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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