

# FORM 4

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

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

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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 <sup>*</sup><br><b>Select Equity Group, L.P.</b><br>(Last) (First) (Middle)<br><b>380 LAFAYETTE STREET, 6TH FLOOR</b><br>(Street)<br><b>NEW YORK, NY 10003</b><br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Shake Shack Inc. [ SHAK ]</b> |  |  |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  |  |
|  |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>8/2/2016</b>                 |  |  |  |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><b>See Remarks</b> |  |  |
|  |  |  | 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<br><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<br>(Instr. 3)                | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) |        | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|----------------|---|------------------------------|---|---|---------------|---|--------|--|---|
|   |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price   |        |  |   |
| Class A Common Stock, par value \$0.001 per share | 8/2/2016       |   | C                            |   | 34000   | A             | (5)   | 108807 | I  | See Footnotes<br>(1)(2)   |
| Class B Common Stock, par value \$0.001 per share | 8/2/2016       |   | J                            |   | 34000   | D             | (6)   | 49127  | I  | See Footnotes<br>(1)(7)   |
| Class A Common Stock, par value \$0.001 per share | 8/2/2016       |   | C                            |   | 136000  | A             | (5)   | 437605 | I  | See Footnotes<br>(1)(4)   |
| Class B Common Stock, par value \$0.001 per share | 8/2/2016       |   | J                            |   | 136000  | D             | (6)   | 191658 | I  | See Footnotes<br>(1)(8)   |
| Class A Common Stock, par value \$0.001 per share |                |   |                              |   |   |               |   | 987452 | I  | See Footnote<br>(3)   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date |                 | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(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                   | \$0  | 8/2/2016       |                                   | C                            |   | 34000   |     | (5)                                     | (5)             | Class A Common Stock, par value \$0.001 per share                                    | 34000                      | (5)   | 49127   | I  | See Footnotes<br>(1)(9)                                |
| Common Membership Interests                   | \$0  | 8/2/2016       |                                   | C                            |   | 136000  |     | (5)                                     | (5)             | Class A Common Stock, par value \$0.001 per share                                    | 136000                     | (5)   | 191658  | I  | See Footnotes<br>(1)(10)                               |

#### Explanation of Responses:

- (1) See Exhibit 99.1.
- (2) See Exhibit 99.1.
- (3) See Exhibit 99.1.
- (4) See Exhibit 99.1.
- (5) See Exhibit 99.1.
- (6) See Exhibit 99.1.
- (7) See Exhibit 99.1.

(8) See Exhibit 99.1.  
 (9) See Exhibit 99.1.  
 (10) See Exhibit 99.1.

**Remarks:**

List of Exhibits

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filers' Names and Addresses

Exhibit 99.3 - Joint Filers' Signatures

Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, Select Equity Group, L.P. ("Select Equity Group"), the SEG Funds (as defined below) and George S. Loening may be deemed to be directors-by-deputization by virtue of their right to designate a member of the board of directors of the Issuer. Select Equity Group, the SEG Funds and George S. Loening have designated Evan C. Guillemin as a member of the board of directors of Shake Shack Inc. ("Shake Shack").

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| <b>Select Equity Group, L.P.</b><br><b>380 LAFAYETTE STREET</b><br><b>6TH FLOOR</b><br><b>NEW YORK, NY 10003</b>                             | X             |           |         | See Remarks |
| <b>SEG PARTNERS L P</b><br><b>C/O SELECT EQUITY GROUP</b><br><b>380 LAFAYETTE STREET</b><br><b>NEW YORK, NY 10003</b>                        | X             |           |         | See Remarks |
| <b>SEG Partners Offshore Master Fund, Ltd.</b><br><b>C/O SELECT EQUITY GROUP</b><br><b>380 LAFAYETTE STREET</b><br><b>NEW YORK, NY 10003</b> | X             |           |         | See Remarks |
| <b>SEG PARTNERS II L P</b><br><b>C/O SELECT EQUITY GROUP</b><br><b>380 LAFAYETTE STREET</b><br><b>NEW YORK, NY 10003</b>                     | X             |           |         | See Remarks |
| <b>Loening George S</b><br><b>C/O SELECT EQUITY GROUP</b><br><b>380 LAFAYETTE STREET</b><br><b>NEW YORK, NY 10003</b>                        | X             |           |         | See Remarks |

**Signatures**

**SELECT EQUITY GROUP, L.P., By: Select Equity GP, LLC, its general partner, By: /s/ George S. Loening**

**8/3/2016**

\*\* 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.

## Explanation of Responses

- (1) This Form 4 is being filed on behalf of Select Equity Group, SEG Partners L.P. (“SEG Partners”), SEG Partners II, L.P. (“SEG Partners II”), SEG Partners Offshore Master Fund, Ltd. (“SEG Partners Offshore” and, together with SEG Partners and SEG Partners II, the “SEG Funds”) and George S. Loening. Select Equity Group serves as the investment advisor to the SEG Funds, and Mr. Loening is the majority owner of Select Equity Group and managing member of the general partner of Select Equity Group. Each of Select Equity Group and George S. Loening may be deemed to indirectly beneficially own shares held directly by the SEG Funds, and each disclaims beneficial ownership of all such shares except to the extent of any indirect pecuniary interest therein. No SEG Fund has a pecuniary interest in any securities held directly by any other SEG Fund.
- (2) Class A Common Stock held directly by SEG Partners.
- (3) Class A Common Stock held directly by SEG Partners Offshore.
- (4) Class A Common Stock held directly by SEG Partners II.
- (5) Limited liability company interests of SSE Holdings, LLC (“Common Membership Interests”) were exchanged on a one for one basis into shares of Class A Common Stock. The Common Membership Interests are exchangeable at any time and from time to time and have no expiration date.
- (6) In connection with the exchange of Common Membership Interests for Class A Common Stock, Class B Common Stock was cancelled for no consideration pursuant to the terms of the Amended and Restated Certificate of Incorporation of the Issuer.
- (7) Class B Common Stock held directly by SEG Partners.
- (8) Class B Common Stock held directly by SEG Partners II.
- (9) Common Membership Interests held directly by SEG Partners.
- (10) Common Membership Interests held directly by SEG Partners II.

Joint Filers' Names and Addresses

- (1) SEG Partners L.P.
- (2) SEG Partners Offshore Master Fund, Ltd.
- (3) SEG Partners II, L.P.
- (4) George S. Loening

The business address for all of the above reporting persons is:

c/o Select Equity Group  
380 Lafayette Street  
New York, N.Y. 10003

Joint Filers' Signatures

SEG PARTNERS L.P.

By: SEG Partners Holdings, LLC, its general partner

By: /s/ George S. Loening

Date: August 3, 2016

SEG PARTNERS II, L.P.

By: SEG Partners II Holdings, LLC, its general partner

By: /s/ George S. Loening

Date: August 3, 2016

SEG PARTNERS OFFSHORE MASTER FUND, LTD.

By: /s/ George S. Loening

Date: August 3, 2016

GEORGE S. LOENING

By: /s/ George S. Loening

Date: August 3, 2016