

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).

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

1. Name and Address of Reporting Person [*] UNION SQUARE CAFE CORP. (Last) (First) (Middle) C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR (Street) NEW YORK, NY 10003 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Shake Shack Inc. [SHAK]				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)			
			3. Date of Earliest Transaction (MM/DD/YYYY) 12/28/2015							
			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	3A. 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)			
CLASS B COMMON STOCK	12/28/2015		C (1) (2)		1727804 (1) (2)	D	\$0 (1) (2)	0 (1) (2)	D

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	(1) (2)	12/28/2015		C		1727804 (1) (2)			(1)	(3)	(3)	CLASS A COMMON STOCK (3)	1727804.0 (3)	\$0 (3)	0 (1) (2)	D	

Explanation of Responses:

- () Pursuant to a Stockholders Agreement, dated as of February 4, 2015, as amended, by and among the Issuer, the Reporting Person, Daniel Meyer, Gramercy
- 1) Tavern Corp. ("GT"), Union Square Hospitality Group, LLC and Daniel H. Meyer 2012 Gift Trust (collectively, the "Meyer Stockholders") and other signatories party thereto, the Meyer Stockholders have the right to cause all of the shares of the Reporting Person and GT to be exchanged for shares of the 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 the Reporting Person.
- () To effect the Reorganization, a subsidiary of the Issuer merged with and into the Reporting Person, which was then merged with and into the Issuer, resulting
- 2) in (i) conversion and exchange of shares of the Reporting Person for shares of Class A Stock, (ii) cancellation of the Class B Common Stock of the Issuer held by the Reporting Person, and (iii) transfer of the common membership interests in SSE Holdings, LLC (the "LLC Interests") held by the Reporting Person to the Issuer. The reported transactions are exempt under Rule 16b-6(b) and Rule 16b-7 of the Securities Exchange Act of 1934.
- () The LLC Interests held by the Reporting Person are redeemable for an equal number of shares of Class A Stock, without expiration. However, the Reporting
- 3) Person did not exercise the redemption right prior to the 368(a) reorganization and therefore did not receive an equivalent number of shares of Class A Stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UNION SQUARE CAFE CORP. 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 Union Square Cafe Corp.

1/20/2016

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.