

FORM 4

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

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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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Meyer Daniel Harris	Shake Shack Inc. [SHAK]	☒ Director ☒ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	☐ Officer (give title below) ☐ Other (specify below)
C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR	3/1/2016	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK, NY 10003		☒ Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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	3/1/2016		S		28600 (1)	D \$40.2846 (2)(3)	1361718 (1)	I	By Trust (1)
CLASS A COMMON STOCK	3/1/2016		S		1400 (1)	D \$41.7436 (3)(4)	1360318 (1)	I	By Trust (1)
CLASS B COMMON STOCK							1270136 (5)(6)	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Membership Interests	(7)						(7)	(7)	CLASS A COMMON STOCK	1270136.0		1270136 (8)	D	

Explanation of Responses:

- (Shares of the Issuer's Class A common stock ("Class A Stock") were disposed of by the Reporting Person through the Daniel H. Meyer Investment Trust d/t/d
- 1) 5/15/92 (the "Investment Trust") pursuant to a 10b5-1 trading plan entered into on December 16, 2015. The Reporting Person is the grantor, trustee and beneficiary of the Investment Trust. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (The transaction was executed in multiple trades at prices ranging from \$40.0000 to \$40.9200. The price reported above reflects the weighted average sales
- 2) price.
- (The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the
- 3) number of shares and prices at which the transaction was effected.
- (The transaction was executed in multiple trades at prices ranging from \$41.6700 to \$41.8150. The price reported above reflects the weighted average sales
- 4) price.
- (
- 5) Represents shares of the Issuer's Class B common stock ("Class B Stock") held by the Reporting Person.
- (The Reporting Person also holds 2,690,263 shares of Class B Stock indirectly through Gramercy Tavern Corp. ("GT") and 95,238 shares of Class B Stock
- 6) indirectly through Union Square Hospitality Group, LLC. ("USHG"). In addition, 590,921 shares of Class B Stock are held by the Daniel H. Meyer 2012 Gift Trust (the "Gift Trust"), of which the Reporting Person's spouse is a trustee and beneficiary. The Reporting Person disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.
- (The common membership interests in SSE Holdings, LLC (the "LLC Interests") are redeemable for an equal number of shares of the Class A Stock or, at the
- 7) election of the Issuer, cash equal to the volume-weighted average market price of such shares. The LLC Interests have no expiration date.
- (The Reporting Person also holds 2,690,263 LLC Interests indirectly through GT and 95,238 LLC Interests indirectly through USHG. In addition, 590,921

- 8) LLC Interests are held by the Gift Trust. The Reporting Person disclaims beneficial ownership of all of LLC Interests held by these entities except to the extent of his pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meyer Daniel Harris C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X	X		

Signatures

/s Ronald Palmese, Jr., Esq., Attorney-in-Fact for Daniel H. Meyer

—Signature of Reporting Person

3/3/2016

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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