

Shake Shack Inc.
Form 4
August 20, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Meyer Daniel Harris

(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]

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| CLASS A COMMON STOCK | 08/18/2015 | | C | | 598,928 | D | |
| CLASS A COMMON STOCK | 08/18/2015 | | S | | \$ 57.75 | D | |
| CLASS B COMMON STOCK | 08/18/2015 | | J ⁽²⁾ | | 598,928 | D | |
| CLASS A COMMON STOCK | 08/18/2015 | | C | | 379,618 | I | By Corp. |

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| | | | | | | | | |
|----------------------|------------|------|---------|---|----------|-----------|---|--------------|
| COMMON STOCK | | | | | | | | (3) |
| CLASS A COMMON STOCK | 08/18/2015 | S | 379,618 | D | \$ 57.75 | 0 | I | By Corp. (3) |
| CLASS B COMMON STOCK | 08/18/2015 | J(2) | 379,618 | D | (2) | 2,690,263 | I | By Corp. (4) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Common Membership Interests | (5) | 08/18/2015 | | C | 598,928 | (5) (5) | CLASS A COMMON STOCK 598,928 |
| Common Membership Interests | (5) | 08/18/2015 | | C | 379,618 | (5) (5) | CLASS A COMMON STOCK 379,618 |

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

08/20/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (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) 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.
Represents shares held by Gramercy Tavern Corp. Daniel Meyer disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. Daniel Meyer also holds 30,100 shares indirectly through the Daniel Meyer Investment Trust. Daniel Meyer disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.
 - (3) Represents shares held by Gramercy Tavern Corp. Daniel Meyer also holds 1,727,804 shares indirectly through Union Square Cafe Corp. and 95,238 shares indirectly through Union Square Hospitality Group LLC . An additional 590,921 shares are held by the Daniel H. Meyer 2012 Gift Trust U/A/D 12/31/12. Daniel Meyer disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.
 - (4) 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.
Represents LLC Interests held by Gramercy Tavern Corp. Daniel Meyer also holds 1,727,804 LLC Interests indirectly through Union Square Cafe Corp. and 95,238 LLC Interests indirectly through Union Square Hospitality Group, LLC. An additional 590,921 LLC Interests are held by the Daniel H. Meyer 2012 Gift Trust U/A/D 10/31/12. Daniel Meyer disclaims beneficial ownership of all of the LLC Interests held by these entities except to the extent of his pecuniary interest therein.
 - (5) Represents LLC Interests held by Gramercy Tavern Corp. Daniel Meyer also holds 1,727,804 LLC Interests indirectly through Union Square Cafe Corp. and 95,238 LLC Interests indirectly through Union Square Hospitality Group, LLC. An additional 590,921 LLC Interests are held by the Daniel H. Meyer 2012 Gift Trust U/A/D 10/31/12. Daniel Meyer disclaims beneficial ownership of all of the LLC Interests held by these entities except to the extent of his pecuniary interest therein.
 - (6) 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.
Represents LLC Interests held by Gramercy Tavern Corp. Daniel Meyer also holds 1,727,804 LLC Interests indirectly through Union Square Cafe Corp. and 95,238 LLC Interests indirectly through Union Square Hospitality Group, LLC. An additional 590,921 LLC Interests are held by the Daniel H. Meyer 2012 Gift Trust U/A/D 10/31/12. Daniel Meyer disclaims beneficial ownership of all of the LLC Interests held by these entities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.