

Shake Shack Inc.  
Form 4  
May 12, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Select Equity Group, L.P.

(Last) (First) (Middle)  
380 LAFAYETTE STREET, 6TH 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)  
05/10/2016

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)  
See Remarks

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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock, par value \$0.001 per share | 05/10/2016                           |  | C                              |   | 100,000   | A  | ②   |
|   |                                      |  |                                |   | 111,793   | I  |   |
| Class B Common Stock, par value \$0.001 per share | 05/10/2016                           |  | J                              |   | 100,000   | D  | ③   |
|   |                                      |  |                                |   | 138,127   | I  |   |

See Footnotes (1) (4)

See Footnotes (1) (5)

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|  |            |   |         |   |            |           |   |   |
|--|------------|---|---------|---|------------|-----------|---|---|
| Class A<br>Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 05/10/2016 | C | 400,000 | A | <u>(2)</u> | 504,078   | I | See<br>Footnotes<br><u>(1)</u> <u>(6)</u> |
| Class B<br>Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 05/10/2016 | J | 400,000 | D | <u>(3)</u> | 467,658   | I | See<br>Footnotes<br><u>(1)</u> <u>(7)</u> |
| Class A<br>Common<br>Stock, par<br>value<br>\$0.001 per<br>share |            |   |         |   |            | 1,571,279 | I | See<br>Footnote <u>(8)</u>                |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |                                  |
|---|---|---|---|---|---|--|---|--|----------------------------------|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title  | Amount of<br>Number of<br>Shares |
| Common<br>Membership<br>Interests                   | \$ 0  | 05/10/2016                              |   | C                                       | 100,000   | <u>(1)</u>   | <u>(1)</u>  | Class A<br>Common<br>Stock, par<br>value<br>\$0.001<br>per share | 100,000                          |
| Common<br>Membership<br>Interests                   | \$ 0  | 05/10/2016                              |   | C                                       | 400,000   | <u>(1)</u>   | <u>(1)</u>  | Class A<br>Common<br>Stock, par<br>value<br>\$0.001              | 400,000                          |

## Reporting Owners

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

## Signatures

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

05/12/2016

\_\_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) 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, L.P.")

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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