

Shake Shack Inc.
Form 3
February 09, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Green Equity Investors VI, L.P. | | | (Month/Day/Year) | Shake Shack Inc. [SHAK] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 11111 SANTA MONICA BLVD., SUITE 2000,Â | | | | (Check all applicable) | |
| (Street) | | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| LOS ANGELES,Â CAÂ 90025 | | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 3,420,325 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | D | Â |
| Class A Common Stock | 20,000 | I | See Footnote <u>(5)</u> |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|----------------------|-----------------------------------|------------------------------|--|-------------------|
| Class B Common Stock | Â (6) | Â (7) | Class A Common Stock | 5,773,997 (3) (4) (8) (9) (10) | \$ (6) | D | Â |
| Employee Stock Option (right to buy) | 01/29/2016(11) | 01/29/2025 | Class A Common Stock | 8,251 | \$ 21 | I | See Footnote (12) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Green Equity Investors VI, L.P. 11111 SANTA MONICA BLVD., SUITE 2000 LOS ANGELES, CA 90025 | Â X | Â X | Â | Â |
| Green Equity Investors Side VI, L.P. 11111 SANTA MONICA BLVD., SUITE 2000 LOS ANGELES, CA 90025 | Â X | Â X | Â | Â |
| LGP Malted Coinvest LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | Â X | Â X | Â | Â |
| GEI Capital VI, LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | Â X | Â | Â | Â |
| Green VI Holdings, LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | Â X | Â | Â | Â |
| LGP MANAGEMENT INC 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | Â X | Â | Â | Â |
| LEONARD GREEN PARTNERS LP 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025 | Â X | Â | Â | Â |
| PERIDOT COINVEST MANAGER LLC 11111 SANTA MONICA BOULEVARD SUITE 2000 | Â X | Â | Â | Â |

LOS ANGELES, CA 90025

Signatures

| | |
|---|------------|
| /s/ ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, GEI Capital VI, LLC, the General Partner of Green Equity Investors VI, L.P. | 02/09/2015 |
| __Signature of Reporting Person | Date |
| /s/ ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, GEI Capital VI, LLC, the General Partner of Green Equity Investors Side VI, L.P. | 02/09/2015 |
| __Signature of Reporting Person | Date |
| /s/ ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, LGP Management, Inc., the General Partner of Leonard Green & Partners, L.P., the Manager of Peridot Coinvest Manager LLC, the Manager of LGP Malted Coinvest LLC | 02/09/2015 |
| __Signature of Reporting Person | Date |
| /s/ ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, LGP Management, Inc., the General Partner of Leonard Green & Partners, L.P., the Manager of Peridot Coinvest Manager LLC | 02/09/2015 |
| __Signature of Reporting Person | Date |
| /s/ ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, GEI Capital VI, LLC | 02/09/2015 |
| __Signature of Reporting Person | Date |
| /s/ ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, Green VI Holdings, LLC | 02/09/2015 |
| __Signature of Reporting Person | Date |
| /s/ ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, LGP Management, Inc., the General Partner of Leonard Green & Partners, L.P. | 02/09/2015 |
| __Signature of Reporting Person | Date |
| /s/ ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, LGP Management, Inc. | 02/09/2015 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Green Equity Investors VI, L.P. ("GEI VI") and Green Equity Investors Side VI, L.P. ("GEI Side VI") received the shares of Class A common stock, par value \$0.001 per share ("A-Common") of Shake Shack Inc. (the "Issuer") reported in this row immediately following the closing of the Issuer's initial public offering (the "IPO") in exchange for (i) the limited liability interests (the "LLC Interests") of SSE Holdings, LLC they held indirectly following the reorganization of the Issuer's capital structure (the "Reorganization") and (ii) the shares of the Issuer's Class B common stock, par value \$0.001 per share ("B-Common") indirectly issued to them in connection with the IPO.
 - (2) GEI VI and GEI Side VI are the direct owners of 137,011 and 3,283,314 of the A-Common shares reported on this row, respectively.
 - (3) GEI Capital VI, LLC ("Capital") is the general partner of GEI VI and GEI Side VI. Green VI Holdings, LLC ("Holdings") is a limited partner of GEI VI. Leonard Green & Partners, L.P. ("LGP") is the management company of GEI VI and GEI Side VI and an affiliate of Capital and Holdings. Peridot Coinvest Manager LLC ("Peridot") is the management company of LGP Malted Coinvest LLC ("Malted") and an affiliate of Capital and Holdings. LGP Management, Inc. ("LGPM") is the general partner of LGP.
 - (4) Each of GEI VI, GEI Side VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings, directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of some or all of the shares owned by GEI VI, GEI Side VI, or Malted and, therefore, a "ten percent holder" hereunder. Each of GEI Side VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest in GEI VI and GEI Side VI, and, with respect to GEI VI, GEI Side VI, and Malted, except to the extent of GEI VI's, GEI Side VI's, and Malted's direct ownership reported herein, and

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this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

- (5) Represents shares of A-Common purchased under the Issuer's Directed Share Program using funds advanced by a trust, the beneficiaries of which are members of Jonathan D. Sokoloff's family. The trust is managed by a family member of Mr. Sokoloff, and the shares will be transferred to the trust's brokerage account as soon as reasonably practicable.
- (6) Shares of B-Common can be paired with LLC Interests on a one-to-one basis and delivered to the Issuer in exchange for shares of A-Common (or cash, at the Issuer's election) at any time after the expiration of the lock-up period described in the Issuer's second amended registration statement filed with the Securities and Exchange Commission on January 28, 2015.
- (7) Not applicable.
- (8) Represents shares of B-Common issued to GEI VI and Malted in connection with the IPO on a one-to-one basis in correlation to the number of LLC Interests held by each after the Reorganization. GEI VI's and GEI Side VI's A-Common, together with GEI VI's and Malted's B-Common and LLC Interests, are collectively referred to herein as the "Equity Interests."
- (9) GEI VI and Malted are the direct owners of 5,371,902 and 402,095 of the B-Common shares reported on this row, respectively.
- (10) Each of GEI VI, GEI Side VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings, directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of some or all of the Equity Interests owned by GEI VI, GEI Side VI, or Malted and, therefore, a "ten percent holder" hereunder. Each of GEI Side VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported herein, except to the extent of its pecuniary interest therein, and, with respect to GEI VI, GEI Side VI, and Malted, except to the extent of GEI VI's, GEI Side VI's, and Malted's direct ownership reported herein, and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (11) All of the options will vest on January 29, 2016.
- (12) The options reported on this row were granted in respect of Mr. Sokoloff's service on the Issuer's board of directors and are held by Mr. Sokoloff for the benefit of LGP. LGP directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of such options.

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Remarks:

Mr. Jonathan D. Sokoloff is a member of the board of directors of the Issuer and a partner of

Exhibit List: Exhibit 24 - Power of Attorney

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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