

Shake Shack Inc.  
Form 4  
January 18, 2017

**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).

**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

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CORAINE RICHARD D**

(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)  
**01/13/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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            | 01/13/2017                           |                                                    | C                              |                                                                   | 60,000 | A          | <u>(1)</u>      | 65,000                                                                                        | D                                                        |                                                       |
| Class B Common Stock            | 01/13/2017                           |                                                    | J                              |                                                                   | 60,000 | D          | <u>\$ 0 (2)</u> | 127,924                                                                                       | D                                                        |                                                       |
| Class A Common Stock            | 01/13/2017                           |                                                    | C                              |                                                                   | 40,000 | A          | <u>(1)</u>      | 40,000                                                                                        | I                                                        | By Trust (3)                                          |
| Class B                         | 01/13/2017                           |                                                    | J                              |                                                                   | 40,000 | D          | <u>\$ 0</u>     | 271,401                                                                                       | I                                                        | By Trust                                              |

# Edgar Filing: Shake Shack Inc. - Form 4

Common  
Stock

(2)

(3)

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)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 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<br>or<br>Number<br>of Shares |
| Common<br>Membership<br>Interests                   | (1)                                                                   | 01/13/2017                              |                                                             | C                                       |                                                                                                              | 60,000                                                         |     | (4)                                                                 | (4)                | Class A<br>Common<br>Stock | 60,000                              |
| Common<br>Membership<br>Interests                   | (1)                                                                   | 01/13/2017                              |                                                             | C                                       |                                                                                                              | 40,000                                                         |     | (4)                                                                 | (4)                | Class A<br>Common<br>Stock | 40,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                                        | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                       | Director      | 10% Owner | Officer | Other |
| CORAIINE RICHARD D<br>C/O SHAKE SHACK INC.<br>24 UNION SQUARE EAST, 5TH FLOOR<br>NEW YORK, NY 10003                   |               | X         |         |       |
| RICHARD D. CORAINE 2012 FAMILY TRUST<br>C/O SHAKE SHACK INC.<br>24 UNION SQUARE EAST, 5TH FLOOR<br>NEW YORK, NY 10003 |               | X         |         |       |
| HAIDA TONI<br>C/O SHAKE SHACK INC.<br>24 UNION SQUARE EAST, 5TH FLOOR<br>NEW YORK, NY 10003                           |               | X         |         |       |

## Signatures

s/ Miriam Tauber (by  
POA)

01/18/2017

\_\_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) Upon the reclassification of the Reporting Person's membership interests in SSE Holdings, LLC ("LLC Interests") in connection with the Issuer's IPO in February 2015, the LLC Interests became convertible into an equal number of shares of Class A Common Stock on a one-for-one basis, or at the election of the issuer, redeemable for cash equal to the volume-weighted average market price of such Class A shares.

(2) Upon the reclassification of the Reporting Person's LLC Interests described above, the Reporting Person was issued one share of Class B Common Stock for each LLC Interest. One share of Class B Common Stock must be surrendered and canceled upon conversion or redemption of each LLC Interest. Effective January 13, 2017, the Reporting Person converted LLC Interests into shares of Class A Common Stock, and an equal number of shares of Class B Common stock were surrendered and cancelled for no consideration.

(3) Held directly by the Richard D. Coraine 2012 Family Trust (the "Trust"), of which Richard D. Coraine's spouse, Toni Haida, is a trustee and beneficiary. Each of Richard D. Coraine and Toni Haida disclaims beneficial ownership of the shares of Class A Common Stock held by the Trust, except to the extent of his or her pecuniary interest.

(4) The LLC Interests may be converted or redeemed at any time and have no expiration date.

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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