

Shake Shack Inc.
Form SC 13D/A
November 23, 2016

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Shake Shack Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

819047 101

(CUSIP Number)

David A. Swinghamer
c/o Shake Shack Inc.
24 Union Square East
5th Floor
New York, NY 10003
(646) 747-7200
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 10, 2016
(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1** Names of Reporting Persons.
David A. Swinghamer
Check the Appropriate Box if a
- 2** Member of a Group
(a) ..
(b) x
- 3** SEC Use Only
- 4** Source of Funds
Check if Disclosure of Legal
- 5** Proceedings Is Required Pursuant to
Items 2(d) or 2(e)
..
- 6** Citizenship or Place of Organization
United States of America
- Number of **7** Sole Voting Power
Shares 557,167
- Beneficially **8** Shared Voting Power
Owned by 50,000
- Each **9** Sole Dispositive Power
Reporting 557,167
Person
- 10** Shared Dispositive Power
With: 50,000
Aggregate Amount Beneficially
- 11** Owned by Each Reporting Person
607,167
Check if the Aggregate Amount in
- 12** Row (11) Excludes Certain Securities
..
Percent of Class Represented by
Amount in Row (11)
- 13** 1.7% beneficial ownership of the
voting stock based on 36,353,982
shares of Common Stock outstanding
as of November 2, 2016
- 14** Type of Reporting Person
IN

Note: All share numbers on these cover pages presented on an as-converted basis.

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Preliminary Note

This Amendment No. 4 (this “Amendment No. 4”), supplements and amends the Schedule 13D filed on February 17, 2015 (as amended and supplemented to date, the “Schedule 13D”) relating to shares of Class A common stock, \$0.001 par value per share (the “A-Common”), of Shake Shack Inc. (the “Issuer”). Capitalized terms used in this Amendment No. 4 and not otherwise defined herein shall have the same meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is amended and restated in its entirety by inserting the following information:

(a) — (b)

As of the date hereof, the Reporting Person beneficially owns the number and percentage of shares of Common Stock issued and outstanding listed opposite its name, assuming the full redemption of LLC Interests in exchange for A-Common and a corresponding reduction in the number of B-Common.

| Reporting Person | Amount beneficially owned | Percent of class (1) | Sole power to vote or to direct the vote | Shared power to vote or to direct the vote(2) | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct the disposition of(2) |
|-------------------------|----------------------------------|-----------------------------|---|--|--|---|
| David A. Swinghamer | 607,167 | 2.4 % | 557,167 | 50,000 | 557,167 | 50,000 |

(1) Based on 24,921,902 shares of A-Common issued and outstanding as of November 2, 2015.

(2) Susan Swinghamer, who is the Reporting Person’s spouse, is a trustee and beneficiary of the David A. Swinghamer GRAT.

(c) The following table sets forth all transactions with respect to shares of A-Common effected during the past 60 days by the Reporting Person.

| Reporting Person | Date of Transaction | Number of Shares Disposed | Price per Share |
|-------------------------|----------------------------|----------------------------------|-----------------------------|
| David A. Swinghamer | 11/10/2016 | 25,000 | \$37.7588 ⁽¹⁾⁽⁴⁾ |
| David A. Swinghamer | 11/11/2016 | 5,000 | \$38.0523 ⁽²⁾⁽⁴⁾ |
| David A. Swinghamer | 11/14/2016 | 20,000 | \$38.2292 ⁽³⁾⁽⁴⁾ |
| Total | | 50,000 | |

(1) This transaction was executed in multiple trades at prices ranging from \$37.50 to \$37.92. The price reported above reflects the weighted average sale price.

(2) This transaction was executed in multiple trades at prices ranging from \$38.03 to \$38.06. The price reported above reflects the weighted average sale price.

(3) This transaction was executed in multiple trades at prices ranging from \$38.05 to \$38.36. The price reported above reflects the weighted average sale price.

(4) 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 number of shares and prices at which the transaction was effected.

(d) None.

(e) Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 21, 2016 By: /s/ David A. Swinghamer
David A. Swinghamer