

Shake Shack Inc.  
Form 4  
March 07, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
**UTTZ JEFFREY J**

(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)  
**03/03/2017**

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)  
**Chief Financial Officer**

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 or Price		
CLASS A COMMON STOCK	03/03/2017		M		138,000 <sup>(1)</sup>	A	\$ 21 148,000 D
CLASS A COMMON STOCK	03/03/2017		S		138,000 <sup>(2)</sup>	D	\$ 33.028 <sup>(3) (4)</sup> 10,000 <sup>(5)</sup> D
CLASS B COMMON STOCK							171,579 <sup>(6)</sup> D

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

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(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Stock Option (Right to Buy)	\$ 21	03/03/2017		M	138,000	<u>(7)</u>	01/29/2025	CLASS A COMMON STOCK	13
Common Membership Interests	<u>(8)</u>					<u>(8)</u>	<u>(8)</u>	CLASS A COMMON STOCK	17

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UTTZ JEFFREY J C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003		X	Chief Financial Officer	

## Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Jeffrey J. Uttz

03/07/2017

\*\*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) Represents shares of Class A Common Stock ("Class A Stock") of Shake Shack Inc. (the "Issuer") that were obtained upon the Reporting Person's cashless exercise of the option to purchase 138,000 shares of Class A Stock.
  - (2) Represents the sale of shares of Class A Stock of the Issuer that were acquired in a cashless exercise of the Reporting Person's option to purchase 138,000 shares of Class A Stock.
  - (3) The transaction was executed in multiple trades at prices ranging from 32.8000 to \$33.5400. The price reported above reflects the weighted average sales price.

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- (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.
- (5) Represents shares of Class A Stock of the Issuer held by the Reporting Person.
- (6) Represents shares of Class B Common Stock of the Issuer held by the Reporting Person.

- An option to purchase 345,000 shares of Class A Stock at \$21 per share was granted to the Reporting Person on January 29, 2015. 69,000 options vested on January 29, 2016, 69,000 options vested on January 29, 2017, and the remaining 207,000 options will be forfeited in connection with the Reporting Person's resignation as CFO of the Issuer effective March 10, 2017.
- (7)

- Represents the common membership interests in SSE Holdings, LLC (the "LLC Interests") which are redeemable for an equal number of
- (8) 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.

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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