Serritella Anthony Form 4 April 17, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Serritella Anthony Issuer Symbol Habit Restaurants, Inc. [HABT] (Check all applicable) (Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify C/O THE HABIT RESTAURANTS. 04/16/2018 below) below) INC., 17320 RED HILL AVENUE, Chief Operating Officer SUITE 140 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

IRVINE, CA 92614

(City) (State) (Zip) 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. Securition(A) or Dis (D) (Instr. 3, 4 | • | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | |
| Class A Common Stock | 04/16/2018 | | A(1) | 10,000 | A \$0 | 36,353 | D | |

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

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

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| Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | | 4. Transacti Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | Underlying (Instr. 3 and | Securitie |
|--|------------------------------------|--------------------------------------|--|---------------------------------------|---|--|--------------------|----------------------------|----------------------------------|
| (Ilisti. 3) | Derivative Security | | | (IIIsu. 6) | or Disposed of (D) (Instr. 3, 4, and 5) | | | | |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amour or Number of Shar |
| Nonstatutory Stock Option (right to buy) | \$ 9.1 | 04/16/2018 | | A | 35,000 | (2) | 04/16/2028 | Class A Common Stock | 35,00 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Serritella Anthony C/O THE HABIT RESTAURANTS, INC. 17320 RED HILL AVENUE, SUITE 140 IRVINE, CA 92614

Chief Operating Officer

Signatures

/s/ Ira Fils,

Attorney-in-Fact

04/17/2018

**Signature of Reporting

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 restricted stock granted to Mr. Serritella under the Company's 2014 Omnibus Incentive Plan. The awards vest in equal installments over five years, with one-fifth of the total award vesting on the first, second, third, fourth and fifth anniversary date.
- The Nonstatutory Stock Option is exercisable in the following cumulative installments prior to the Expiration date: 7,000 shares on or after April 16, 2019; an additional 7,000 shares on or after April 16, 2020; an additional 7,000 shares on or after April 16, 2021; an additional 7,000 shares on or after April 16, 2022; and an additional 7,000 shares on or after April 16, 2023.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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