Whitwell Peter Form 4 August 03, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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

obligations

1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Whitwell Peter

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

Habit Restaurants, Inc. [HABT] 3. Date of Earliest Transaction

(Check all applicable)

5. Relationship of Reporting Person(s) to

C/O THE HABIT RESTAURANTS.

(Middle)

(Zip)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

INC., 17320 RED HILL AVENUE,

(Street)

(State)

(First)

08/01/2018

Chief Quality Officer

SUITE 140

(City)

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non Derivative Securities Acquired Disposed of or Repeticially Ox

12.6

IRVINE, CA 92614

• • • • • • • • • • • • • • • • • • • •	· · · · ·	1 abit	: 1 - Non-De	erivative Sec	turiues Acq	juirea, Disposea o	or belieficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	s Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dispo	osed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 a	ind 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				,		Reported		
					A)	Transaction(s)		
			C 1 W		or or	(Instr. 3 and 4)		
			Code V	Amount (I	D) Price			
Class A					¢			
Common	08/01/2018		$S^{(1)}$	1.500 D)	21.474	D	

Stock

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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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								,	Amount		
									or		
						Date Exercisable	Expiration Date		Number		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

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

Chief Quality Officer

Signatures

/s/ Ira Fils,

08/03/2018 Attorney-in-Fact

**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).

The shares were sold pursuant to a 10b5-1 trading plan. Each share of Class A Common Stock was issued upon the exchange of one (1)

(1) common unit of The Habit Restaurants, LLC, and the corresponding cancellation of one (1) share of Class B Common Stock in The Habit Restaurants, Inc.

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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