

Habit Restaurants, Inc.  
Form 4  
March 31, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Reilly Christopher K.

(Last) (First) (Middle)

C/O KARPREILLY INVESTMENTS, LLC, 104 FIELD POINT ROAD

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Habit Restaurants, Inc. [HABT]

3. Date of Earliest Transaction (Month/Day/Year)  
03/29/2016

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)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class B Common Stock	03/29/2016		J(3)(4)(5)	A	\$ 0	6,286,205 (6)	I	See Footnotes (1) (2) (3) (4) (5)
Class B Common Stock	03/29/2016		J(3)(4)(5)	D	\$ 0	6,286,205 (6)	I	See Footnotes (1) (2) (3) (4) (5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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)			6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
					Code	V	(A) (D)		
Common Membership Interests	<u>(2)</u>	03/29/2016		<u>J(3)(4)(5)</u>		155,500	<u>(1)(2)</u>	<u>(1)(2)</u>	Class A Common Stock
Common Membership Interests	<u>(2)</u>	03/29/2016		<u>J(3)(4)(5)</u>		1,399,500	<u>(1)(2)</u>	<u>(1)(2)</u>	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reilly Christopher K. C/O KARP REILLY INVESTMENTS, LLC 104 FIELD POINT ROAD GREENWICH, CT 06830	X	X		

## Signatures

/s/ Christopher Reilly  
03/31/2016  
\*\*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) The Reporting Person, Mr. Christopher Reilly, is a founding partner of KarpReilly, LLC. Mr. Reilly may be deemed the beneficial owners of all the securities held by the entities affiliated with KarpReilly, LLC, as hereinafter described. Mr. Reilly, along with Mr. Allan Karp, as the sole managers of KarpReilly GP, LLC ("KarpReilly GP"), which is the managing member of KarpReilly HB Co-Invest, LLC ("KarpReilly HB") and Habit Restaurant Co-Invest, LLC ("Habit Co-Invest"), have sole voting and dispositive power over and may be deemed the beneficial owners of all of the securities of KarpReilly HB. Additionally, Mr. Reilly, along with Mr. Allan Karp, as the sole managers of KarpReilly Investments, LLC ("KarpReilly Investments"), have sole voting and dispositive power over and may be deemed

## Edgar Filing: Habit Restaurants, Inc. - Form 4

the beneficial owners of all of the securities of KR Investments. Mr. Reilly disclaims ownership of such shares except to the extent of his pecuniary interests therein.

- (2) Each common unit of The Habit Restaurants, LLC is convertible, generally, at The Habit Restaurants, Inc.'s election, into cash or one (1) share of Class A Common Stock and has no expiration date. Upon such conversion, one (1) share of Class B common stock is cancelled.

KarpReilly GP has voting and dispositive control over certain of the securities of The Habit Restaurants, Inc. and The Habit Restaurants, LLC held by each of PEG U.S. Corporate Finance Institutional Investors III LLC ("PEG Direct") and 522 Fifth Avenue Fund, L.P. ("522 Fifth"), and therefore Mr. Karp may also be deemed the beneficial owner of such securities. On March 29, 2016, KarpReilly GP,

- (3) KarpReilly HB, PEG Direct, 522 Fifth, and PEG U.S. Pooled Corporate Finance Institutional Investors III LLC ("PEG Pooled") entered into an amendment to the agreement over voting and dispositive control, pursuant to which (i) KarpReilly GP released voting and dispositive control over 7,775 common units of The Habit Restaurants, LLC and a corresponding number of shares of Class B common stock in The Habit Restaurants, Inc. held by 522 Fifth,

(Continued from Footnote 3) (ii) KarpReilly GP released voting and dispositive control over 769,725 common units of The Habit Restaurants, LLC and a corresponding number of shares of Class B common stock in The Habit Restaurants, Inc. held by PEG Direct,

- (4) (iii) KarpReilly HB transferred 615,780 common units in The Habit Restaurants, LLC and a corresponding number of shares of Class B common stock in The Habit Restaurants, Inc. to PEG Pooled, (iv) KarpReilly HB transferred 6,220 common units in The Habit Restaurants, LLC and a corresponding number of shares of Class B common stock in The Habit Restaurants, Inc. to 522 Fifth,

(Continued from Footnote 4) and (v) KarpReilly HB transferred 155,500 common units in The Habit Restaurants, LLC and a corresponding number of shares of Class B common stock in The Habit Restaurants, Inc. to KarpReilly GP. KarpReilly GP maintains

- (5) voting and dispositive control over 1,199,477 common units in The Habit Restaurants, LLC and a corresponding number of shares of Class B common stock in The Habit Restaurants, Inc. held by PEG Direct, and over 12,116 common units in The Habit Restaurants, LLC and a corresponding number of shares of Class B common stock in The Habit Restaurants, Inc. held by 522 Fifth.

- (6) Does not include 2,259,754 shares of Class A common stock held by Habit Co-Invest.

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.