

Phillips John McQuitty  
Form 3  
November 05, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Phillips John McQuitty</p> <p>(Last) (First) (Middle)</p> <p>C/O THE HABIT RESTAURANTS, INC., 17320 RED HILL AVENUE, SUITE 140</p> <p>(Street)</p> <p>IRVINE, CA 92614</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/31/2018</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Habit Restaurants, Inc. [HABT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	--	---	---	---

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	1,552	I	By The Phillips Family Trust <sup>(9)</sup>
Class A Common Stock	8,652 <sup>(1)</sup> <sup>(2)</sup>	I	By The Phillips Family Trust <sup>(9)</sup>

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Phillips John McQuitty - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Nonstatutory Stock Option (Right to Buy)	Â (3)	04/20/2025	Class A Common Stock	1,801	\$ 32.32	I	By The Phillips Family Trust (9)
Nonstatutory Stock Option (Right to Buy)	Â (4)	03/21/2026	Class A Common Stock	5,900	\$ 18.96	I	By The Phillips Family Trust (9)
Nonstatutory Stock Option (Right to Buy)	Â (5)	03/22/2027	Class A Common Stock	8,955	\$ 15.9	I	By The Phillips Family Trust (9)
Nonstatutory Stock Option (Right to Buy)	Â (6)	04/16/2028	Class A Common Stock	25,000	\$ 9.1	I	By The Phillips Family Trust (9)
Nonstatutory Stock Option (Right to Buy)	Â (7)	10/23/2028	Class A Common Stock	5,000	\$ 14.63	I	By The Phillips Family Trust (9)
Common Units and Class B Common Stock	Â (8)	Â (8)	Class A Common Stock	34,373 (8)	\$ (8)	I	By The Phillips Family Trust (9)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phillips John McQuitty C/O THE HABIT RESTAURANTS, INC. 17320 RED HILL AVENUE, SUITE 140 IRVINE, CA 92614	Â	Â	Â See Remarks	Â

## Signatures

/s/ Ira Fils,  
Attorney-in-Fact

11/05/2018

\_\_Signature of Reporting  
Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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)

## Edgar Filing: Phillips John McQuitty - Form 3

Includes (i) 232 shares of Class A Common Stock ("Class A Stock") of The Habit Restaurants, Inc. (the "Issuer") underlying restricted stock units acquired by the Reporting Person pursuant to the Issuer's 2014 Omnibus Incentive Plan. These restricted stock units represent the right to receive Class A Stock of the Issuer and vest in five equal installments, beginning on April 20, 2016 and continuing on each of the following four year anniversaries; (ii) 1,116 shares of Class A Stock of the Issuer underlying restricted stock units acquired by the Reporting Person pursuant to the Issuer's 2014 Omnibus Incentive Plan. These restricted stock units represent the right to receive Class A Stock of the Issuer and vest in five equal installments, beginning on March 21, 2017 and continuing on each of the following four year anniversaries;

- (2) (continued from footnote 1) (iii) 2,304 shares of Class A Stock of the Issuer underlying restricted stock units acquired by the Reporting Person pursuant to the Issuer's 2014 Omnibus Incentive Plan. These restricted stock units represent the right to receive Class A Stock of the Issuer and vest in five equal installments, beginning on March 22, 2018 and continuing on each of the following four year anniversaries; and (iv) 5,000 shares of Class A Stock of the Issuer underlying restricted stock units acquired by the Reporting Person pursuant to the Issuer's 2014 Omnibus Incentive Plan. These restricted stock units represent the right to receive Class A Stock of the Issuer and vest in five equal installments, beginning on April 16, 2019 and continuing on each of the following four year anniversaries.

- (3) The Nonstatutory Stock Option is exercisable in the following cumulative installments prior to the Expiration date: 360 shares on or after April 20, 2016; an additional 360 shares on or after April 20, 2017; an additional 360 shares on or after April 20, 2018; an additional 360 shares on or after April 20, 2019; and an additional 361 shares on or after April 20, 2020.

- (4) The Nonstatutory Stock Option is exercisable in the following cumulative installments prior to the Expiration date: 1,180 shares on or after March 21, 2017; an additional 1,180 shares on or after March 21, 2018; an additional 1,180 shares on or after March 21, 2019; an additional 1,180 shares on or after March 21, 2020; and an additional 1,180 shares on or after March 21, 2021.

- (5) The Nonstatutory Stock Option is exercisable in the following cumulative installments prior to the Expiration date: 1,791 shares on or after March 22, 2018; an additional 1,791 shares on or after March 22, 2019; an additional 1,791 shares on or after March 22, 2020; an additional 1,791 shares on or after March 22, 2021; and an additional 1,791 shares on or after March 22, 2022.

- (6) The Nonstatutory Stock Option is exercisable in the following cumulative installments prior to the Expiration date: 5,000 shares on or after April 16, 2019; an additional 5,000 shares on or after April 16, 2020; an additional 5,000 shares on or after April 16, 2021; an additional 5,000 shares on or after April 16, 2022; and an additional 5,000 shares on or after April 16, 2023.

- (7) The Nonstatutory Stock Option is exercisable in the following cumulative installments prior to the Expiration date: 1,000 shares on or after October 23, 2019; an additional 1,000 shares on or after October 23, 2020; an additional 1,000 shares on or after October 23, 2021; an additional 1,000 shares on or after October 23, 2022; and an additional 1,000 shares on or after October 23, 2023.

- (8) Pursuant to the terms of the Fifth Amended & Restated Limited Liability Company Agreement dated as of April 6, 2015, as amended, the holders of common units in the Company may exchange all or a portion of their limited liability company units ("LLC Units"), along with the corresponding cancellation of an equal number of shares of Class B common stock, for shares of Class A common stock of the Company on a one-to-one basis (or, at the Company's option, cash). The holders thereof are not required to pay an exercise price in connection with any such exchange. The LLC Units do not expire. The Class B common stock provides the holder with one vote on all matters submitted to a vote of the Company's stockholders but does not entitle the holder to any of the economic rights associated with shares of the Company's Class A common stock.

- (9) The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Â

### Remarks:

ChiefÂ GlobalÂ BusinessÂ PartnershipÂ Officer  
ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.