

Shake Shack Inc.
Form 3
February 17, 2015

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
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>Â MEYER AUDREY H</p> <p>(Last) (First) (Middle)</p> <p>C/O SHAKE SHACK INC.,Â 24 UNION SQUARE EAST, 5TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10003</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/04/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Shake Shack Inc. [SHAK]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</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 type="checkbox"/> Form filed by One Reporting Person <input checked="" 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 | 30,100 | I | BY SPOUSE ⁽¹⁾ |
| CLASS B COMMON STOCK | 590,921 ⁽²⁾ | I | BY TRUST ⁽³⁾ |
| CLASS B COMMON STOCK | 6,761,987 ⁽²⁾ | I | BY SPOUSE ⁽⁴⁾ |

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

SEC 1473 (7-02)

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

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| 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 | |
| STOCK OPTION (RIGHT TO BUY) | Â <u>(5)</u> | 01/29/2025 | CLASS A COMMON STOCK | 8,251 \$ 21 | I BY SPOUSE |
| COMMON MEMBERSHIP INTERESTS | Â <u>(6)</u> | Â <u>(6)</u> | CLASS A COMMON STOCK | 590,921 <u>(7)</u> \$ <u>(6)</u> | I BY TRUST <u>(3)</u> |
| COMMON MEMBERSHIP INTERESTS | Â <u>(6)</u> | Â <u>(6)</u> | CLASS A COMMON STOCK | 6,761,987 <u>(7)</u> \$ <u>(6)</u> | I BY SPOUSE <u>(4)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MEYER AUDREY H C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | Â | Â X | Â | Â |
| DANIEL H. MEYER 2012 GIFT TRUST U/A/D 10/31/12 C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Audrey H. Meyer | 02/17/2015 |
| __Signature of Reporting Person | Date |
| /s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Daniel H. Meyer 2012 Gift Trust U/A/D 10/31/12 | 02/17/2015 |
| __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) Held by Daniel Harris Meyer, the spouse of Audrey H. Meyer ("Daniel Meyer"). Daniel Meyer holds 30,100 of such shares directly, and 100 of such shares indirectly through the Daniel H. Meyer Investment Trust. Audrey H. Meyer disclaims beneficial ownership of such shares, except to the extent of her pecuniary interest therein.
- (2) Acquired pursuant to a subscription agreement entered into with the Issuer in connection with the closing of the Issuer's initial public offering on February 4, 2015 (the "IPO"). One share of the Issuer's Class B common stock, par value \$0.001 per share (the "Class B Common Stock"), was issued for each common membership interest in SSE Holdings, LLC (each an "LLC Interest") received pursuant

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to a reclassification of SSE Holdings, LLC that occurred in connection with the closing of the IPO. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer filed in connection with the IPO, the shares of Class B Common Stock (i) confer no incidents of economic ownership on the holders thereof, (ii) only confer voting rights on the holders thereof and (iii) may only be issued, on a one-for-one basis, to the permitted holders of LLC Interests.

- (3) Held directly by the Daniel H. Meyer 2012 Gift Trust U/A/D 10/31/12, of which Audrey H. Meyer is a trustee and beneficiary. Jack R. Polsky is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 3 filed by Jack R. Polsky. Audrey H. Meyer disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of her pecuniary interest therein.

- (4) 1,869,064 of such shares and LLC Interests, as applicable, are held directly by Daniel Meyer. 4,892,923 of such shares and LLC Interests, as applicable, are held indirectly by Daniel Meyer through Union Square Cafe Corp., Union Square Hospitality Group, LLC and Gramercy Tavern Corp. For more information, see the Form 3 filed by each such entity and the Form 4 filed by Daniel Meyer on February 6, 2015. Audrey H. Meyer disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of her pecuniary interest therein.

- (5) The option vests in full on the first anniversary of the grant date, subject to Daniel Meyer's continued service with the Issuer.

- (6) Represents LLC Interests which are redeemable for an equal number of 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.

- (7) Issued pursuant to a reclassification of SSE Holdings, LLC that occurred in connection with the closing of the IPO. The units in SSE Holdings, LLC held prior to the reclassification were cancelled as part of the reclassification. The reclassification is further described in the Third Amended and Restated Limited Liability Company Agreement of SSE Holdings, LLC, which was filed with the Securities and Exchange Commission on January 20, 2015 as Exhibit 10.3 to Amendment No. 1 of the Issuer's Registration Statement on Form S-1.

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Remarks:

Exhibit List: Â Â Exhibit 24.1 - Power of Attorney for Audrey H. Meyer and Exhibit 24.2 - Power

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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