Shake Shack Inc. Form SC 13D/A April 01, 2016

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)*

Shake Shack Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

819047 101

(CUSIP Number)

Jennifer Bellah Maguire

Gibson, Dunn & Crutcher LLP

333 South Grand Avenue

Los Angeles, California 90071-3197

(213) 229-7986

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 30, 2016

(Date of Event Which Requires Filing of Statement on Schedule 13D)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), checking the following box.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP N	o. 81904	17 101	Schedule 13D/A	Page 2 of 16 Pages
			orting Persons: cation No. of Above Persons (entities only):	
(2)			Investors VI, L.P. propriate Box if a Member of a Group (See Instructions):	
(3)	SEC Us	e Only	r:	
(4)	Source	of Fun	ds (See Instructions):	
(5)	Check I	Box if	Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 20	(e): "
(6)	Citizens	ship or	Place of Organization:	
NUMBE	Delawar ER OF	re (7)	Sole Voting Power	
SHARES		(8)	0 Shared Voting Power	
OWNER EAC REPOR	CH	(9)	7,271,910 Sole Dispositive Power	
PERS WIT		(10)	0 Shared Dispositive Power	

(11)

7,262,910

- (12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "
- (13) Percent of Class Represented by Amount in Row (11):
 - 20.0% beneficial ownership of the voting stock based on 36,255,355 shares of Common Stock outstanding as of March 16, 2016
- (14) Type of Reporting Person (See Instructions):

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Note: All share numbers on these cover pages presented on an as-converted basis.

CUSIP No. 819047 101			Schedule 13D/A	Page 3 of 16 Pages	
(1)		_	extring Persons: cation No. of Above Persons (entities only):		
(2)	Green E Check th				
(3)	SEC Us	e Only	<i>r</i> :		
(4)	Source of	of Fun	ds (See Instructions):		
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CUSIP No. 8190	101	Schedule 13D/A	Page 4 of 16 Pages
		orting Persons: cation No. of Above Persons (entities only):	
		Coinvest LLC propriate Box if a Member of a Group (See Instructions):	
(3) SEC U	se Only	/ :	
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(5) Check	Box if	Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)): "
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SHARES BENEFICIALLY	(8)	0 Shared Voting Power	
OWNED BY EACH REPORTING	(9)	7,271,910 Sole Dispositive Power	
PERSON WITH:	(10)	0 Shared Dispositive Power	

Aggregate Amount Beneficially Owned by Each Reporting Person:

(11)

(12)	7,262,910 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "
(13)	Percent of Class Represented by Amount in Row (11):
(14)	20.0% beneficial ownership of the voting stock based on 36,255,355 shares of Common Stock outstanding as of March 16, 2016 Type of Reporting Person (See Instructions):
	OO (Limited Liability Company)

CUSIP No. 819047 101			Schedule 13D/A	Page 5 of 16 Pages	
(1)	Name of Reporting Persons: I.R.S. Identification No. of Above Persons (entities only):				
(2)	GEI Capital VI, LLC Check the Appropriate Box if a Member of a Group (See Instructions): (a) " (b) "				
(3)	SEC Us	se Only	:		
(4)	Source	of Fun	ds (See Instructions):		
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	OO (Limited Liability Company)

CUSIP No. 819047 101			Schedule 13D/A	Page 6 of 16 Pages	
	Name of Reporting Persons: I.R.S. Identification No. of Above Persons (entities only):				
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	OO (Limited Liability Company)

No. 819047	7 101	Schedule 13D/A P	age 7 of 16 Pages				
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No. 81904	47 101	Schedule 13D/A	Page 8 of 16 Pages	
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(13) Percent of Class Represented by Amount in Row (11):

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(14) Type of Reporting Person (See Instructions):

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CUSIP No. 819047 101			Schedule 13D/A	Page 9 of 16 Pages	
(1)	Name o	f Repo	orting Persons:		
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	OO (Limited Liability Company)

CUSIP No. 819047 101			Schedule 13D/A	Page 10 of 16 Pages	
(1)	Name o	of Repo	orting Persons:		
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CUSIP No. 819047 101		17 101	Schedule 13D/A	Page 11 of 16 Pages	
(1)	Name of Reporting Persons:				
	I.R.S. Id	lentifi	cation No. of Above Persons (entities only):		
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7,271,910

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- (14) Type of Reporting Person (See Instructions):

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CUSIP No. 819047 101 Schedule 13D/A Page 12 of 16 Pages

ITEM 1. SECURITY AND ISSUER

This Amendment No. 5 to Schedule 13D (this **Amendment**) relates to shares of Class A common stock, par value \$0.001 per share (the **A-Common**) of Shake Shack Inc., a Delaware corporation (the **Issuer**). Capitalized terms used in this Amendment and not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

The address of the Issuer s principal executive offices is 24 Union Square East, 5th Floor, New York, NY 10003.

ITEM 2. IDENTITY AND BACKGROUND

The disclosure provided in Item 2 of the Schedule 13D amended hereby is updated to include the following additional disclosure:

(a) As of the date of this statement, (i) GEI VI is the record owner of 546,306 shares of A-Common and 3,800,428 shares of the Issuer s Class B common stock, par value \$0.001 per share (**B-Common**), (ii) GEI Side VI is the record owner of 2,590,657 shares of A-Common, and (iii) Malted is the record owner of 32,800 shares of A-Common and 284,468 shares of B-Common.

ITEM 4. PURPOSE OF TRANSACTION

The disclosure provided in Item 4 of the Schedule 13D amended hereby is updated to include the following additional disclosure:

On March 14, 2016, (i) GEI VI tendered to the Issuer 87,640 LLC Interests and 87,640 shares of B-Common in exchange for 87,640 shares of A-Common, and (ii) Malted tendered to the Issuer 6,560 LLC Interests and 6,560 shares of B-Common in exchange for 6,560 shares of A-Common. On March 30, 2016, (i) GEI VI tendered to the Issuer 438,198 LLC Interests and 438,198 shares of B-Common in exchange for 438,198 shares of A-Common, and (ii) Malted tendered to the Issuer 32,800 LLC Interests and 32,800 shares of B-Common in exchange for 32,800 shares of A-Common. Prior and subsequent to the March 14, 2016 and March 30, 2016 redemptions, the Reporting Persons executed the transactions set forth in Item 5(c).

On March 30, 2016, the LGP Stockholders and J.P. Morgan Securities LLC entered into a Sales Plan (the **10b5-1 Plan**). Under the 10b5-1 Plan, the LGP Stockholders may sell up to 2 million shares of the Issuer s A-Common through December 30, 2016, with daily and monthly sales volume limitations of no more than 50,000 and 250,000 shares, respectively (the 50,000 per day trading limitation exists under the previously disclosed Trading Agreement). All sales of shares of Common Stock under the 10b5-1 Plan are subject to certain minimum price conditions. The LGP Stockholders are attempting to sell these shares of A-Common to achieve the investment objectives of broader diversification of investments, while reducing the risk of over-concentration in a particular investment.

CUSIP No. 819047 101 Schedule 13D/A Page 13 of 16 Pages

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) and (b)

	Number* of			Percentage
	Shares With		Shared	of Class
	Shared Voting	Sole Beneficial	Beneficial	Beneficially
Reporting Persons	Power	Ownership	Ownership*	Owned
GEI VI	7,271,910	0	7,262,910	20.0%
GEI Side VI	7,271,910	0	7,262,910	20.0%
Malted	7,271,910	0	7,262,910	20.0%
Jonathan D. Sokoloff	7,271,910	0	7,262,910	20.0%
J. Kristofer Galashan	7,271,910	9,000	7,271,910	20.1%
Other Reporting Persons	7,271,910	0	7,262,910	20.0%

^{*} All share numbers presented in this table assume full conversion of B-Common to A-Common.

(c) The following table sets forth all transactions with respect to shares of Common Stock effectuated during the past 60 days by any of the Reporting Persons. Each day s sales comprised open market transactions made on that day, and the price per share reported is the weighted average sale price. The Reporting Persons hereby undertake to provide upon request to the SEC staff, the Issuer, or a security holder of the Issuer full information regarding the number of Common Stock and prices at which the trades were effected.

		Number of Shares	
Reporting Person	Date of Transaction	Sold	Price per Share
GEI VI	March 9, 2016	29,958	\$36.03
GEI Side VI	March 9, 2016	17,855	\$36.03
Malted	March 9, 2016	2,187	\$36.03
GEI VI	March 10, 2016	29,959	\$35.08
GEI Side VI	March 10, 2016	17,855	\$35.08
Malted	March 10, 2016	2,186	\$35.08
GEI VI	March 11, 2016	29,958	\$34.72
GEI Side VI	March 11, 2016	17,855	\$34.72
Malted	March 11, 2016	2,187	\$34.72
GEI VI	March 15, 2016	29,959	\$34.05
GEI Side VI	March 15, 2016	17,855	\$34.05
Malted	March 15, 2016	2,186	\$34.05
GEI VI	March 16, 2016	29,958	\$33.59
GEI Side VI	March 16, 2016	17,855	\$33.59
Malted	March 16, 2016	2,187	\$33.59
GEI VI	March 17, 2016	29,958	\$34.04
GEI Side VI	March 17, 2016	17,855	\$34.04
Malted	March 17, 2016	2,187	\$34.04

CUSIP No. 819047 101 Schedule 13D/A Page 14 of 16 Pages

- (d) Not applicable.
- (e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The disclosure provided in Item 6 of the Schedule 13D amended hereby is updated to include the following additional disclosure:

On March 30, 2016, the LGP Stockholders and JPMS entered into the 10b5-1 Plan referenced in Item 4. The LGP Stockholders or the Issuer may terminate the 10b5-1 Plan at any time upon three days prior written notice.

CUSIP No. 819047 101 Schedule 13D/A Page 15 of 16 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this Amendment is true, complete, and correct.

Dated as of April 1, 2016

Green Equity Investors VI, L.P. By: GEI Capital VI, LLC, its General Partner

By: /s/ ADRIAN J. MAIZEY Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

Green Equity Investors Side VI, L.P. By: GEI Capital VI, LLC, its General Partner

By: /s/ Adrian J. Maizey Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

LGP Malted Coinvest LLC

By: Peridot Coinvest Manager LLC, its

Manager

By: Leonard Green & Partners, L.P., its

Manager

By: LGP Management, Inc., its General

Partner

By: /s/ Adrian J. Maizey Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

GEI Capital VI, LLC

By: /s/ Adrian J. Maizey Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

Green VI Holdings, LLC

By: /s/ ADRIAN J. MAIZEY Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

Leonard Green & Partners, L.P. By: LGP Management, Inc., its General Partner

By: /s/ Adrian J. Maizey Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

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LGP Management, Inc.

By: /s/ Adrian J. Maizey Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

Peridot Coinvest Manager LLC By: Leonard Green & Partners, L.P., its Manager By: LGP Management, Inc., its General Partner

By: /s/ Adrian J. Maizey Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

/s/ Adrian J. Maizey Adrian J. Maizey, as Attorney-in-Fact for Jonathan D. Sokoloff

/s/ Adrian J. Maizey
Adrian J. Maizey, as Attorney-in-Fact for
J. Kristofer Galashan