Shake Shack Inc. Form SC 13D/A December 05, 2017

#### **UNITED STATES**

#### SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549** 

#### **SCHEDULE 13D**

#### UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 12)\*

**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)

#### November 29, 2017

(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 No. 819047 101

CUSIP N	o. 819047	101	Schedule 13D/A	Page 2 of 18 Pages	
(1)	Name of	Repo	orting Persons:		
	I.R.S. Ide	entific	cation No. of Above Persons (entities only):		
(2)	Check th	e App	Investors VI, L.P. propriate Box if a Member of a Group (See Instructions):		
	(a)	(b)			
(3)	SEC Use	Only	<i>r</i> :		
(4)	Source o	f Fun	ds (See Instructions):		
(5)	Check Bo	ox if	Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e	e):	
(6)	Citizensh	nip or	Place of Organization:		
NUMBI	Delaware	(7)	Sole Voting Power		
		(1)	Sole voting rower		
SHAI					
BENEFIC		(8)	0 Shared Voting Power		
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EACH			4,291,913		

(9) Sole Dispositive Power

REPORTING

P	ERSON	
•	WITH: (10)	0 Shared Dispositive Power
(11)	Aggregate Ar	4,291,913 mount Beneficially Owned by Each Reporting Person:
(12)	4,282,913 Check Box if	the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
(13)	Percent of Cla	ass Represented by Amount in Row (11):
(14)	as of October September 27	ficial ownership of the voting stock based on 36,730,533 shares of Common Stock outstanding 25, 2017, as reported in Issuer s Quarterly Report on Form 10-Q for the quarter ended 7, 2017 rting Person (See Instructions):
Note:	PN All share numbers	s on these cover pages presented on an as-converted basis.

CUSIP No. 819047 101

REPORTING

(9) Sole Dispositive Power

(1)	Name of I	Repo	rting Persons:
	I.R.S. Ide	ntific	ation No. of Above Persons (entities only):
(2)			Investors Side VI, L.P. propriate Box if a Member of a Group (See Instructions):
. ,	(a)	(b)	
(3)	SEC Use	Only	:
(4)	Source of	Fund	ds (See Instructions):
(5)	Check Bo	x if I	Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):
(6)	Citizenshi	p or	Place of Organization:
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Page 3 of 18 Pages

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(11)	4,291,913 Aggregate Amount Beneficially Owned by Each Reporting Person:
(12)	4,282,913 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
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	PN

CUSIP N	No. 81904	7 101	Schedule 13D/A	Page 4 of 18 Pages
(1)	Name of	f Repo	rting Persons:	
	I.R.S. Id	entific	eation No. of Above Persons (entities only):	
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(4)	Source o	of Fun	ds (See Instructions):	
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(6)	Citizens	hip or	Place of Organization:	
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REPORTING

(9) Sole Dispositive Power

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	WITH: 0 (10) Shared Dispositive Power
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	OO (Limited Liability Company)

CUSIP N	o. 819047	101	Schedule 13D/A	Page 5 of 18 Pages	
(1)	Name of F	Repo	rting Persons:		
	I.R.S. Ider	ntific	eation No. of Above Persons (entities only):		
(2)			I, LLC propriate Box if a Member of a Group (See Instructions):		
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(5)	Check Bo	x if l	Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e	):	
(6)	Citizenshi	p or	Place of Organization:		
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	OO (Limited Liability	Company)

CUSIP N	o. 819047	101	Schedule 13D/A	Page 6 of 18 Pages	
(1)	Name of F	Reno	rting Persons:		
			eation No. of Above Persons (entities only):		
(2)			lings, LLC propriate Box if a Member of a Group (See Instructions):		
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(4)	Source of	Func	ds (See Instructions):		
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(6)	Citizenshi	p or	Place of Organization:		
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(9) Sole Dispositive Power

REPORTING

F	ERSON
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CUSIP No. 819047 101

(1)	Name of	Repo	orting Persons:	
	I.R.S. Ide	entific	eation No. of Above Persons (entities only):	
		~		
(2)			n & Partners, L.P. propriate Box if a Member of a Group (See Instructions):	
	(a)	(b)		
(3)	SEC Use	Only	<b>':</b>	
(4)	Source of	f Fun	ds (See Instructions):	
(5)	Check Bo	ox if l	Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):	
(6)	Citizensh	ip or	Place of Organization:	
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(11)	4,291,913 Aggregate Amount Beneficially Owned by Each Reporting Person:
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	PN

REPORTING

(9) Sole Dispositive Power

CUSIP No. 819047 101		Schedule 13D/A	Page 8 of 18 Pages	
(1)		orting Persons:		
(2)	LGP Manager			
(2)	(a) (b)	propriate Box if a Member of a Group (See Instructions):		
(3)	SEC Use Only			
(4)		ds (See Instructions):		
(5)		Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2	(e):	
(6)	Citizenship or  Delaware	Place of Organization:		
NUMBI SHAI BENEFIC	RES	Sole Voting Power  0		
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F	ERSON
	WITH: 0 (10) Shared Dispositive Power
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	CO

CUSIP No. 819047 101

(1)	Name of Reporting Persons:					
	I.R.S. Identification No. of Above Persons (entities only):					
(2)	Peridot Coinvest Manager LLC Check the Appropriate Box if a Member of a Group (See Instructions):					
	(a)	(b)				
(3)	SEC Use	Only	<i>y</i> :			
(4)	Source o	f Fun	ds (See Instructions):			
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):					
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NUMB	Delaware ER OF		Sole Voting Power			
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]	ERSON	
	WITH: 0 (10) Shared Dispositive Power	
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	OO (Limited Liability Company)	

CUSIP N	No. 819047 101	Schedule 13D/A	Page 10 of 18 Pages
(1)	Name of Reporting Persons:		
	I.R.S. Identification No. of Above	e Persons (entities only):	
(2)	Jonathan D. Sokoloff Check the Appropriate Box if a M	Member of a Group (See Instructions):	
	(a) (b)		
(3)	SEC Use Only:		
(4)	Source of Funds (See Instructions	s):	
(5)	Check Box if Disclosure of Legal	Proceedings is Required Pursuant to	Items 2(d) or 2(e):
(6)	Citizenship or Place of Organizati	ion:	
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REPORTING

PERSON (8) Shared Voting Power

WITH:

4,291,913

(c) and (e) Pursuant to a Share Repurchase Agreement among Leucadia, BEI Longhorn and the Company dated September 23, 2012, on September 24, 2012, the Reporting Persons sold all of the 10,422,859 shares of Common Stock that the Reporting Persons beneficially owned to the Company (the "Sale") in a negotiated private transaction for a per share sale price of \$41.00. After giving effect to the Sale, none of the Reporting Persons beneficially owns any shares of Common Stock.

#### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 Share Repurchase Agreement dated September 23, 2012 between Leucadia National Corporation, BEI-Longhorn, LLC and Mueller Industries, Inc.

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#### **SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 24, 2012

# LEUCADIA NATIONAL CORPORATION

By: /s/ Joseph A. Orlando Name: Joseph A. Orlando

Title: Vice President and Chief

Financial Officer

#### PHLCORP HOLDING LLC

By: /s/ Joseph A. Orlando Name: Joseph A. Orlando Title: Vice President

#### BALDWIN ENTERPRISES, INC.

By: /s/ Joseph A. Orlando Name: Joseph A. Orlando Title: Vice President

#### BEI ARCH HOLDINGS, LLC

By: Baldwin Enterprises, Inc.

Its Sole Member

By: /s/ Joseph A. Orlando Name: Joseph A. Orlando Title: Vice President

#### BEI-LONGHORN, LLC

By: BEI Arch Holdings, LLC

Its Sole Member

By: Baldwin Enterprises, Inc.

Its Sole Member

By: /s/ Joseph A. Orlando Name: Joseph A. Orlando Title: Vice President 

#### **EXHIBIT INDEX**

### Exhibit No.

Share Repurchase Agreement dated September 23, 2012 between Leucadia National Corporation, BEI-Longhorn, LLC and Mueller Industries, Inc.