

Shake Shack Inc.  
Form 4  
May 13, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Green Equity Investors VI, L.P.

(Last) (First) (Middle)

11111 SANTA MONICA  
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Shake Shack Inc. [SHAK]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/11/2016

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 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 Beneficial Ownership (Instr. 4)
Class A Common Stock	05/11/2016		S	(A) or (D) Amount 26,783 (1) Price \$ 35.23 (2)	422,923 (3)	D (4) (5) (6)	
Class A Common Stock	05/11/2016		S	(A) or (D) Amount 1,955 (7) Price \$ 35.23 (2)	23,795 (8)	D (4) (5) (9)	
Class A Common Stock	05/11/2016		S	(A) or (D) Amount 15,962 (10) Price \$ 35.23 (2)	2,517,123 (11)	D (4) (5) (12)	

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

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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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(13)					(13)	(14)	Class A Common Stock	(13)
Class B Common Stock	(13)					(13)	(14)	Class A Common Stock	(13)
Employee Stock Option (right to buy)	\$ 21					01/29/2016 <sup>(15)</sup>	01/29/2025	Class A Common Stock	8,251

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Equity Investors VI, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green Equity Investors Side VI, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
	X	X		

Green VI Holdings, LLC  
11111 SANTA MONICA BOULEVARD  
SUITE 2000  
LOS ANGELES, CA 90025

GEI Capital VI, LLC  
11111 SANTA MONICA BOULEVARD  
SUITE 2000  
LOS ANGELES, CA 90025

LEONARD GREEN PARTNERS LP  
11111 SANTA MONICA BLVD  
SUITE 2000  
LOS ANGELES, CA 90025

LGP MANAGEMENT INC  
11111 SANTA MONICA BOULEVARD  
SUITE 2000  
LOS ANGELES, CA 90025

PERIDOT COINVEST MANAGER LLC  
11111 SANTA MONICA BOULEVARD  
SUITE 2000  
LOS ANGELES,, CA 90025

LGP Malted Coinvest LLC  
11111 SANTA MONICA BOULEVARD  
SUITE 2000  
LOS ANGELES, CA 90025

## Signatures

/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, GEI Capital VI, LLC, the  
General Partner of Green Equity Investors VI, L.P.

05/13/2016

\_\_Signature of Reporting Person

Date

/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, GEI Capital VI, LLC, the  
General Partner of Green Equity Investors Side VI, L.P.

05/13/2016

\_\_Signature of Reporting Person

Date

/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, Green VI Holdings, LLC

05/13/2016

\_\_Signature of Reporting Person

Date

/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, GEI Capital VI, LLC

05/13/2016

\_\_Signature of Reporting Person

Date

/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, LGP Management, Inc., the  
General Partner of Leonard Green & Partners, L.P.

05/13/2016

\_\_Signature of Reporting Person

Date

/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, LGP Management, Inc.

05/13/2016

\_\_Signature of Reporting Person

Date

/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, LGP Management, Inc., the General Partner of Leonard Green & Partners, L.P., the Manager of Peridot Coinvest Manager LLC

05/13/2016

\_\_Signature of Reporting Person

Date

/s/ADRIAN J. MAIZEY, Chief Operating Officer and Secretary, LGP Management, Inc., the General Partner of Leonard Green & Partners, L.P., the Manager of Peridot Coinvest Manager LLC, the Manager of LGP Malted Coinvest LLC

05/13/2016

\_\_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) Represents shares of Class A common stock, par value \$0.001 per share ("A-Common") of the Issuer sold by Green Equity Investors VI, L.P. ("GEI VI").
- (2) This transaction was executed in multiple trades at prices ranging from \$35.00 to \$35.81. The price reported above reflects 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 Shares and prices at which the trades were effected.
- (3) Represents shares owned by GEI VI.
- (4) GEI Capital VI, LLC ("Capital") is the general partner of GEI VI and Green Equity Investors Side VI, L.P. ("GEI Side VI"). Green VI Holdings, LLC ("Holdings") is a limited partner of GEI VI. Leonard Green & Partners, L.P. ("LGP") is the management company of GEI VI and GEI Side VI, and an affiliate of Capital and Holdings. Peridot Coinvest Manager LLC ("Peridot") is the management company of LGP Malted Coinvest LLC ("Malted"), and an affiliate of Capital and Holdings. LGP Management, Inc. ("LGPM") is the general partner of LGP.
- (5) Each of GEI VI, GEI Side VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings, directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of some or all of the A-Common owned by GEI VI, GEI Side VI, or Malted, or the shares of Class B Common Stock, par value \$0.001 per share ("B-Common") and limited liability company interests (the "LLC Interests") of SSE Holdings, LLC owned by GEI VI and Malted (collectively, the "Equity Interests") and, therefore, a "ten percent holder" hereunder.
- (6) Each of GEI Side VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI VI, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (7) Represents shares sold by Malted.
- (8) Represents shares owned by Malted.
- (9) Each of GEI VI, GEI Side VI, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to Malted, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (10) Represents shares sold by GEI Side VI.
- (11) Represents shares owned by GEI Side VI.
- (12) Each of GEI VI, Malted, Peridot, LGP, LGPM, Capital, and Holdings disclaims beneficial ownership of the Equity Interests reported on this row, except to the extent of its pecuniary interest therein, and, with respect to GEI Side VI, except to the extent of its direct ownership reported herein, and this report shall not otherwise be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (13) Pursuant to the terms of the Amended and Restated Certificate of Incorporation of the Issuer, shares of B-Common can be paired with LLC Interests on a one-to-one basis and tendered to the Issuer in exchange for shares of A-Common (or cash, at the Issuer's election).
- (14) Not applicable.

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(15) These options vested on January 29, 2016.

(16) The options reported on this row were granted in respect of Mr. Sokoloff's service on the Issuer's board of directors and are held by Mr. Sokoloff for the benefit of LGP. LGP directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of such options.

### Remarks:

Mr. Jonathan D. Sokoloff is a member of the board of directors of the Issuer, and he is also a limited partner of LGP, which is

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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