Shake Shack Inc. Form 4 November 15, 2016

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SLOATE LAURA J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle) Shake Shack Inc. [SHAK]

(Check all applicable)

35 EAST 75TH STREET

3. Date of Earliest Transaction (Month/Day/Year) 08/18/2016

Director X__ 10% Owner _ Other (specify Officer (give title below)

4. If Amendment, Date Original

Applicable Line)

(Street) Filed(Month/Day/Year)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

NEW YORK, NY 10021

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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	08/18/2016		S	2,500	D	\$ 36.25	2,500	D	
Class B Common Stock (1)							260,074	D	

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

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if		5. orNumber	6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		8. Pa
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	•	/Year)	(Instr. 3 and	4)	Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Membership Interests	<u>(2)</u>					(3)	(3)	Class A Common Stock	260,074	

Reporting Owners

**Signature of Reporting

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
SLOATE LAURA J 35 EAST 75TH STREET NEW YORK, NY 10021		X					
Signatures							
s/ Miriam Tauber (by POA)	11/15/2	2016					

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Upon the reclassification of the Reporting Person's LLC Interests in connection with the Issuer's IPO in February 2015, the Reporting

 (1) Person was issued one share of Class B Common Stock for each LLC Interest. One share of Class B Common Stock must be surrendered and canceled upon conversion or redemption of each LLC Interest for Class A Common Stock, as described in fn. 2.
- In connection with the Issuer's IPO, the Reporting Person's membership interests in SSE Holdings, LLC (the "LLC Interests") became convertible into an equal number of shares of Class A Common Stock on a one-for-one basis, or at the election of the issuer, redeemable for cash equal to the volume-weighted average market price of such Class A shares. Surrender of one share of Class B Common Stock is required for each LLC Interest redeemed, as described in fn. 1.
- (3) The LLC Interests may be converted or redeemed at any time and have no expiration date.

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.

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