GARUTTI RANDALL J
Form 4
February 27, 2019

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GARUTTI RANDALL J

(Last) (First) (Middle)

C/O SHAKE SHACK INC., 225 VARICK STREET, SUITE 301

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 (A) 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)
			Code	V	Amount	(A) or (D)	Price			
CLASS A COMMON STOCK	02/25/2019		C		25,000 (1)	A	$ 0 (1)	43,041	D	
CLASS A COMMON STOCK	02/25/2019		S		8,240 (2)	D	$ 51.7444 (3) (4)	34,801	D	
CLASS A COMMON STOCK	02/25/2019		S		11,360 (2)	D	$ 52.5268 (4) (5)	23,441	D	
CLASS A COMMON	02/25/2019		S		5,400 (2)	D	$ 53.2787	18,041	D	

STOCK						(4) (6)			
CLASS B COMMON STOCK	02/25/2019		J	25,000	D	$ 0 (7)	394,051	D	
CLASS B COMMON STOCK							55,972 (8)	I	BY TRUST (8)

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 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 Share
Common Membership Interests	(9)	02/25/2019		C			25,000	(9)	(9)	CLASS A COMMON STOCK	25,000
Common Membership Interests	(9)							(9)	(9)	CLASS A COMMON STOCK	55,972

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARUTTI RANDALL J C/O SHAKE SHACK INC. 225 VARICK STREET, SUITE 301 NEW YORK, NY 10014	X	X	Chief Executive Officer	
GARUTTI MARIA L C/O SHAKE SHACK INC. 225 VARICK STREET, SUITE 301		X		

NEW YORK, NY 10014

RANDALL J. GARUTTI GST TRUST DATED 12/30/2014
C/O SHAKE SHACK INC.,
225 VARICK STREET, SUITE 301
NEW YORK, NY 10014 X

GARUTTI RONALD J JR
C/O SHAKE SHACK INC.,
225 VARICK STREET, SUITE 301
NEW YORK, NY 10014 X

Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Randall J. Garutti	02/27/2019
**Signature of Reporting Person	Date
/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Maria L. Garutti	02/27/2019
**Signature of Reporting Person	Date
/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for The Randall J. Garutti 2014 GST Trust	02/27/2019
**Signature of Reporting Person	Date
/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Ronald J. Garutti, Jr.	02/27/2019
**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 ("Class A Stock") of Shake Shack Inc. (the "Issuer") that were obtained upon a redemption of an equal number of common membership interests in SSE Holdings, LLC (the "LLC Interests").

(2) Represents shares of Class A Stock that were disposed of by Mr. Garutti pursuant to a 10b5-1 trading plan entered into on November 16, 2018.

(3) The transaction was executed in multiple trades at prices ranging from $51.0800 to $52.0799. The price reported above reflects the weighted average sales price.

(4) Each Reporting Person hereby undertakes 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 thetransaction was effected.

(5) The transaction was executed in multiple trades at prices ranging from $52.0800 to $53.0799. The price reported above reflects the weighted average sales price.

(6) The transaction was executed in multiple trades at prices ranging from $53.0800 to $53.7900. The price reported above reflects the weighted average sales price.

(7) Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of the Issuer's Class B Common Stock ("Class B Stock") are cancelled for no consideration on a one-to-one basis upon redemption of the LLC Interests for shares of Class A Stock of the Issuer.

(8) Represents shares of Class B Stock of the Issuer held by The Randall J. Garutti 2014 GS Trust (the "Trust"). Ronald Garutti, Jr., the brother of Randall Garutti, and Maria Garutti, the wife of Randall Garutti, are the trustees of the Trust. Each Reporting Person disclaims beneficial ownership of such securities except to the extent of such Reporting Person's pecuniary interest.

(9)

The LLC Interests 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.

(10) Represents LLC Interests held by the Trust. Each Reporting Person disclaims beneficial ownership of such interests except to the extent of such Reporting Person's pecuniary interest therein.

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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