

Shake Shack Inc.
Form 4
January 20, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Meyer Daniel Harris

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SHAKE SHACK INC., 24
UNION SQUARE EAST, 5TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/24/2015

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

(Street)
NEW YORK, NY 10003

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	12/24/2015		C(1)(2)		1,390,218 (1) (2)	A	(1) (2) 1,420,318 (1) (2) (3)	I By Trust
CLASS B COMMON STOCK	12/24/2015		C(1)(2)		1,727,804 (1) (2)	D	(1) (2) 0 (1) (2)	I By Corp. (4)

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
Common Membership Interests	(5)	12/24/2015		C	1,727,804 (1) (2)	(5) (5)	CLASS A COMMON STOCK 1,7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meyer Daniel Harris C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X	X		

Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Daniel Harris Meyer . 01/20/2016

__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) Pursuant to a Stockholders Agreement, dated as of February 4, 2015, as amended, by and among Issuer, the Reporting Person, Union Square Cafe Corp. ("USC"), Gramercy Tavern Corp. ("GT"), Union Square Hospitality Group, LLC ("USHG") and Daniel H. Meyer 2012 Gift Trust (the "Gift Trust" and, collectively, the "Meyer Stockholders") and other signatories party thereto, the Meyer Stockholders have the right to cause all of the stock of USC and GT to be converted into and exchanged for shares of Issuer's Class A Common Stock ("Class A Stock") pursuant to a reorganization under Section 368(a) of the Internal Revenue Code (the "Reorganization"). The Meyer Stockholders made such an election with respect to USC.
- To effect the Reorganization, a subsidiary of Issuer merged with and into USC, which then merged with and into Issuer, resulting in (i) conversion and exchange of shares of USC for Class A Stock, (ii) cancellation of Class B Stock of the Issuer held by USC, and (iii) transfer of LLC Interests held by USC to Issuer. Class B Stock and LLC Interests held by USC were reported as held by the Reporting Person by virtue of his control over USC and, accordingly, their cancellation and transfer, as applicable, is reported hereon. The Reporting Person (through the Daniel H. Meyer Investment Trust) received 1,390,218 shares of Class A Stock in exchange for shares of USC, representing his 80.462% interest in USC. The other shareholders received an aggregate of 337,586 shares of Class A Stock in exchange for shares of USC, representing their aggregate 19.528% interest in USC. The reported transactions are exempt under Rule 16b-6(b), 16b-3 and 16b-7 of the Securities Exchange Act of 1934.
- (3) Includes 30,100 shares of Class A Stock previously acquired by the Daniel Meyer Investment Trust.

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(4) Daniel Meyer also holds 1,270,136 shares of Issuer's Class B Common Stock ("Class B Stock") directly; 2,690,263 shares of Class B Stock indirectly through GT; and 95,238 shares of Class B Stock indirectly through USHG. In addition, 590,921 shares of Class B Stock are held by the Gift Trust. Daniel Meyer disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.

(5) The common membership interests in SSE Holdings, LLC (the "LLC Interests") are redeemable for an equal number of shares of Class A Stock. The LLC Interests have no expiration date. However, USC did not exercise the redemption right prior to the effective time of the mergers.

(6) Daniel Meyer also holds 1,270,136 LLC Interests directly; 2,690,263 LLC Interests indirectly through GT; and 95,238 LLC Interests indirectly through USHG. An additional 590,921 LLC Interests are held by the Gift Trust. Daniel Meyer disclaims beneficial ownership of all of the LLC Interests held by these entities except to the extent of his 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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