

Koff Zach
 Form 4
 March 05, 2019

FORM 4

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

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).

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 *
Koff Zach

(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)
03/01/2019

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)

Chief Operating Officer

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 (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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
CLASS A COMMON STOCK	03/01/2019		M		5,000 (1) A \$ 21 11,441	D	
CLASS A COMMON STOCK	03/01/2019		S		5,000 (2) D \$ 55 6,441	D	
CLASS A COMMON STOCK	03/01/2019		M		2,500 (3) A \$ 21 8,941	D	
CLASS A COMMON	03/01/2019		S		2,500 (4) D \$ 54 6,441	D	

STOCK

CLASS A
COMMON STOCK 03/01/2019 M 2,500⁽³⁾ A \$ 21 8,941 D

CLASS A
COMMON STOCK 03/01/2019 S 2,500⁽⁴⁾ D \$ 53 6,441 D

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

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(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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 21	03/01/2019		M	5,000	<u>(5)</u> 01/29/2025	CLASS A COMMON STOCK	5,000
Stock Option (Right to Buy)	\$ 21	03/01/2019		M	2,500	<u>(5)</u> 01/29/2025	CLASS A COMMON STOCK	2,500
Stock Option (Right to Buy)	\$ 21	03/01/2019		M	2,500	<u>(5)</u> 01/29/2025	CLASS A COMMON STOCK	2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Koff Zach
C/O SHAKE SHACK INC.
225 VARICK STREET, SUITE 301
NEW YORK, NY 10014

Chief Operating Officer

Signatures

/s/ Ronald Palmese Jr., Esq., Attorney-in-Fact for Zachary
Koff

03/04/2019

__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 the Reporting Person's cashless exercise of the option to purchase 5,000 shares of Class A Stock.
- (2) Represents the sale of shares of Class A Stock of the Issuer that were obtained in a cashless exercise of Reporting Person's option to purchase 5,000 shares of Class A Stock.
- (3) Represents shares of Class A of the Issuer that were obtained upon the Reporting Person's cashless exercise of the option to purchase 2,500 shares of Class A Stock.
- (4) Represents the sale of shares of Class A Stock of the Issuer that were obtained in a cashless exercise of Reporting Person's option to purchase 2,500 shares of Class A Stock.

An option to purchase 106,000 shares of Class A Stock at \$21 per share was granted to the Reporting Person on January 29, 2015. 21,200 options vested on January 29, 2016, 21,200 options vested on January 29, 2017, 21,200 options vested on January 29, 2018, 21,200 options vested on January 29, 2019, and 21,200 options vest on January 29, 2020, subject to the Reporting Person's continued service with the Issuer.

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.