

Kruguer Lawrence  
Form 4  
March 08, 2019

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kruguer Lawrence

(Last) (First) (Middle)

C/O WINGSTOP INC., 5501 LBJ  
FREEWAY, 5TH FLOOR

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

Wingstop Inc. [WING]

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

03/06/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 03/06/2019                              |                                                             | A                                    | 1,901<br>(1)                                                            | A \$ 0 (2) 4,832                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 03/06/2019                              |                                                             | A                                    | 1,817<br>(3)                                                            | A \$ 0 (2) 6,649                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock, par                                 | 03/07/2019                              |                                                             | S(4)                                 | 3,718                                                                   | D \$ 2,931 (6) 65.6048                                                                                             | D                                                                       |                                                                   |

# Edgar Filing: Kruguer Lawrence - Form 4

value  
\$0.01 per  
share

(5)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(2)</sup>                                                | 03/06/2019                              |                                                             | A                                    | 3,645                                                                                                           | <sup>(7)</sup> <sup>(7)</sup>                                  | Common<br>Stock, par<br>value<br>\$0.01 per<br>share                | 3,645                                     |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 12.93<br><sup>(8)</sup>                                         | 03/06/2019                              |                                                             | A                                    | 5,263                                                                                                           | <sup>(9)</sup> 06/11/2025                                      | Common<br>Stock, par<br>value<br>\$0.01 per<br>share                | 5,263                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships |           |             |       |
|------------------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                                          | Director      | 10% Owner | Officer     | Other |
| Kruguer Lawrence<br>C/O WINGSTOP INC.<br>5501 LBJ FREEWAY, 5TH FLOOR<br>DALLAS, TX 75240 |               |           | See Remarks |       |

## Signatures

/s/ Ryan Clyde, as  
attorney-in-fact

03/08/2019

\_\_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) On February 28, 2017, the reporting person was granted 5,703 performance-based restricted stock units ("RSUs") pursuant to the Issuer's 2015 Omnibus Incentive Compensation Plan (the "Plan"). The performance-based RSUs vest in three equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2017, 2018 and 2019. The performance criteria for 2018 were met, resulting in the vesting of 1,901 performance-based RSUs.

(2) RSUs convert into common stock on a one-for-one basis.

(3) On February 20, 2018, the reporting person was granted 5,451 performance-based RSUs pursuant to the Plan. The performance-based RSUs vest in three equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2018, 2019 and 2020. The performance criteria for 2018 were met, resulting in the vesting of 1,817 performance-based RSUs.

(4) This transaction was effected pursuant to a trading plan adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "10b5-1 Plan"). Accordingly, the reporting person had no discretion with regard to the timing of the transaction. The 10b5-1 Plan was adopted to facilitate diversification within the reporting person's overall portfolio.

(5) The shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.96. The price reported above reflects the weighted-average price. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the Issuer, or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

(6) This transaction represents approximately 7.8% of the reporting person's total holdings of common stock (including service-based options, vested performance-based options, service-based RSUs, and unvested restricted stock awards) on a pre-transaction basis, which represents 47,408 shares.

(7) The RSUs were granted on March 6, 2019 pursuant to the Plan and will vest in three equal annual installments beginning on the first anniversary of the grant date.

(8) The exercise price has been reduced to \$12.93 to reflect the impact of dividends paid to the Issuer's stockholders.

(9) On June 11, 2015, the reporting person was granted an option to purchase 26,316 shares of common stock. The option vests in four installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2016, 2017, 2018, and 2019, with 40% vesting based on fiscal year 2016 performance and 20% vesting based on performance in each of the other fiscal years. The performance criteria for 2018 were met, resulting in the vesting of 5,263 shares.

### Remarks:

Executive Vice President and Chief Operating Officer

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.