

Shake Shack Inc.
Form 3
February 17, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â VHP - SPECIAL TRUST FOR JACK DTD 12/31/12</p> <p>(Last) (First) (Middle)</p> <p>C/O SHAKE SHACK INC.,,Â 24 UNION SQUARE EAST, 5TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10003</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/04/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Shake Shack Inc. [SHAK]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer ___ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| CLASS A COMMON STOCK | 300 ⁽¹⁾ | D ⁽²⁾ | Â |
| CLASS B COMMON STOCK | 25,465 ⁽³⁾ | D ⁽²⁾ | Â |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| COMMON MEMBERSHIP INTERESTS | Â (4) | Â (4) | CLASS A COMMON STOCK | 25,465 (5) \$ (4) | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VHP - SPECIAL TRUST FOR JACK DTD 12/31/12 C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | Â | Â X | Â | Â |
| GRABER JONATHAN C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | Â | Â X | Â | Â |

Signatures

/s/ Ronald Palmese, Jr., Esq.,
Attorney-in-Fact for VHP Special Trust
for Jack dtd 12/31/12

02/17/2015

__Signature of Reporting Person

Date

/s/ Ronald Palmese, Jr., Esq.,
Attorney-in-Fact for Jonathan Graber

02/17/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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, par value \$0.001 per share (the "Class A Common Stock"), purchased under Shake Shack Inc.'s (the "Issuer") Directed Share Program.
- (2) Jonathan Graber is a trustee of the VHP - Special Trust for Jack dtd 12/31/12 (the "Trust") and has indirect beneficial ownership over the shares and LLC Interests held directly by the Trust. Jack R. Polsky is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 3 filed by Jack R. Polsky. Jonathan Graber disclaims beneficial ownership over such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (3) Acquired pursuant to a subscription agreement entered into with the Issuer in connection with the closing of the Issuer's initial public offering on February 4, 2015 (the "IPO"). One share of the Issuer's Class B common stock, par value \$0.001 per share (the "Class B Common Stock"), was issued for each common membership interest in SSE Holdings, LLC (each an "LLC Interest") received pursuant to a reclassification of SSE Holdings, LLC that occurred in connection with the closing of the IPO. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer filed in connection with the IPO, the shares of Class B Common Stock (i) confer no

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incidents of economic ownership on the holders thereof, (ii) only confer voting rights on the holders thereof and (iii) may only be issued, on a one-for-one basis, to the permitted holders of LLC Interests.

- (4) Represents LLC Interests which 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.

Issued pursuant to a reclassification of SSE Holdings, LLC that occurred in connection with the closing of the IPO. The units in SSE Holdings, LLC held by the Trust prior to the reclassification were cancelled as part of the reclassification. The reclassification is further described in the Third Amended and Restated Limited Liability Company Agreement of SSE Holdings, LLC, which was filed with the Securities and Exchange Commission on January 20, 2015 as Exhibit 10.3 to Amendment No. 1 of the Issuer's Registration Statement on Form S-1.

Â

Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney for the VHP Special trust for Jack Dated 12/31/

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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