

Shake Shack Inc.  
Form SC 13D/A  
November 24, 2015

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Shake Shack Inc.  
(Name of Issuer)  
Common Stock, \$0.001 par value per share  
(Title of Class of Securities)  
819047 101  
(CUSIP Number)

ACG SHACK LLC  
c/o Alliance Consumer Growth LLC  
655 Madison Avenue  
20th Floor  
New York, NY 10065  
(212) 940-9630  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

November 19, 2015  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 819047 101

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1 Names of Reporting Persons.  
ACG SHACK LLC

2 Check the Appropriate Box  
if a Member of a Group

(a) ☐

(b) ☐

3 SEC Use Only

4 Source of Funds

5 Check if Disclosure of Legal  
Proceedings Is Required  
Pursuant to Items 2(d) or  
2(e)

☐

6 Citizenship or Place of  
Organization  
Delaware

Number of 7 Sole Voting Power  
Shares 1,468,590

Beneficially 8 Shared Voting Power  
Owned by 0

Each 9 Sole Dispositive Power  
Reporting 1,468,590

Person 10 Shared Dispositive Power  
With: 0

11 Aggregate Amount  
Beneficially Owned by Each  
Reporting Person  
1,468,590

12 Check if the Aggregate  
Amount in Row (11)  
Excludes Certain Securities

☐

13 Percent of Class Represented  
by Amount in Row (11)  
4.1% beneficial ownership  
of the voting stock based on  
36,250,000 shares of  
Common Stock outstanding  
as of November 12, 2015

14 Type of Reporting Person  
OO (limited liability  
company)

Note: All share numbers on these cover pages presented on an as-converted basis.

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Preliminary Note

This Amendment No. 3, dated November 23, 2015 (this "Amendment No. 3"), supplements and amends the Schedule 13D filed on November 13, 2015 (as amended and supplemented to date, the "Schedule 13D") relating to shares of Class A common stock, \$0.001 par value per share (the "A-Common"), of Shake Shack Inc. (the "Issuer"). Capitalized terms used in this Amendment No. 3 and not otherwise defined herein shall have the same meanings ascribed to them in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by inserting the following text at the end thereof. Pursuant to the Registration Statement, on November 19, 2015 the Reporting Person redeemed 250,000 LLC Interests and surrendered 250,000 shares of B-Common in exchange for 250,000 shares of A-Common. Subsequent to and preceding the aforementioned redemption, the Reporting Person executed the transactions set forth in Item 5(c).

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## Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is amended and restated in its entirety by inserting the following information:

(a) – (b)

As of the date hereof, the Reporting Person beneficially owns the number and percentage of shares of Common Stock issued and outstanding listed opposite its name, assuming the full redemption of LLC Interests in exchange for A-Common and a corresponding reduction in the number of B-Common.

Reporting Person	Amount beneficially owned	Percent of class (1)		Sole power to vote or to direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition of	Shared power to dispose or to direct the disposition of
ACG SHACK LLC	1,468,590	8.8	%	1,468,590	0	1,468,590	0

(1) Based on 16,770,755 shares of A-Common issued and outstanding as of November 12, 2015

(c) The following table sets forth all transactions with respect to shares of A-Common effected during the past 60 days by the Reporting Person.

Reporting Person	Date of Transaction	Number of Shares Disposed	Price per Share
ACG SHACK LLC	11/12/2015	50,000	\$43.06
ACG SHACK LLC	11/13/2015	50,000	\$41.36
ACG SHACK LLC	11/16/2015	50,000	\$40.93
ACG SHACK LLC	11/17/2015	50,000	\$42.05
ACG SHACK LLC	11/18/2015	50,000	\$42.75
ACG SHACK LLC	11/19/2015	50,000	\$42.72
ACG SHACK LLC	11/20/2015	50,000	\$42.78
ACG SHACK LLC	11/23/2015	50,000	\$42.96
Total		400,000	

(d) None

(e) Not applicable.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 23, 2015 By: /s/ Joshua N. Goldin

Joshua N. Goldin, Managing Member