

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)

1. Name and Address of Reporting Person *

Â UNION SQUARE
HOSPITALITY GROUP, LLC

(Last) (First) (Middle)

C/O SHAKE SHACK
INC.,Â 24 UNION SQUARE
EAST, 5TH FLOOR

(Street)

NEW YORK,Â NYÂ 10003

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/04/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

CLASS B COMMON STOCK

2. Amount of Securities Beneficially Owned
(Instr. 4)

95,238 ⁽¹⁾

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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.

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

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

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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		(Instr. 4)		Price of	Derivative	(Instr. 5)
Date	Expiration	Title	Amount or	Derivative	Security:	
Exercisable	Date		Number of	Security	Direct (D)	
			Shares		or Indirect	
					(I)	
					(Instr. 5)	
COMMON		CLASS A				
MEMBERSHIP	Â (2)	COMMON	95,238 (3)	\$ (2)	D	Â
INTERESTS		STOCK				

Reporting Owners

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

Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Union Square Hospitality Group, LLC

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).

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 (1) 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 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.

(2) 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 Reporting Person prior to the reclassification were cancelled as part of the reclassification. The reclassification (3) 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.

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Remarks:

Exhibit List: Â Â Exhibit 24.1 Â - Â Power of Attorney for Union Square Hospitality Group, LLC

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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