

Habit Restaurants, Inc.
Form 4/A
May 07, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Reilly Christopher K.

2. Issuer Name and Ticker or Trading Symbol
Habit Restaurants, Inc. [HABT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2015

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

C/O KARPREILLY INVESTMENTS, LLC, 104 FIELD POINT ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/17/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GREENWICH, CT 06830

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	04/15/2015		C(1)(2)	3,396,949	D	\$ 29,7216	2,259,754	I	See Footnotes (1) (2)
Class A Common Stock	04/15/2015		C(1)(2)	849,237	D	\$ 29,7216	0	I	See Footnote (4)
Class B Common Stock	04/15/2015		D(1)(2)	2,432,153	D	\$ 0	5,696,612	I	See Footnotes (1) (2)
Class B Common Stock	04/15/2015		D(1)(2)	849,237	D	\$ 0	1,989,093	I	See

Common
Stock

Footnote
(4)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Membership Interests	(3)	04/15/2015		C(1)	2,432,153	(1)(2)(3)	(1)(2)(3)	Class A Common Stock	2,432,153
Common Membership Units	(3)	04/15/2015		C(1)	849,237	(1)(2)(3)	(1)(2)(3)	Class A Common Stock	849,237

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reilly Christopher K.
C/O KARPREILLY INVESTMENTS, LLC
104 FIELD POINT ROAD
GREENWICH, CT 06830

X

Signatures

/s/ Christopher
Reilly

04/30/2015

**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) Each share of Class A Common Stock was issued upon conversion of one (1) common unit of The Habit Restaurants, LLC, and the corresponding cancellation of one (1) share of Class B Common Stock. These shares of Class A common stock were sold by entities

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affiliated with KarpReilly, LLC as selling stockholders pursuant to an underwritten public offering by the Issuer. The offering closed on April 15, 2015. The reported sale price reflects the price at which the reporting person sold shares to the underwriters. The Reporting Person, Mr. Christopher Reilly, is a founding partner of KarpReilly, LLC. Mr. Reilly may be deemed the beneficial owners of all the securities held by the entities affiliated with KarpReilly, LLC, as hereinafter described. Mr. Reilly, along with Mr. Allan Karp, as the sole managers of KarpReilly GP, LLC ("KarpReilly GP"), which is the managing member of KarpReilly HB Co-Invest, LLC ("KarpReilly HB") and Habit Restaurant Co-Invest, LLC ("Habit Co-Invest"),

- (2) (Continued from Footnote 1) have sole voting and dispositive power over and may be deemed the beneficial owners of all of the securities of KarpReilly HB. Additionally, Mr. Reilly, along with Mr. Allan Karp, as the sole managers of KarpReilly Investments, LLC ("KarpReilly Investments"), have sole voting and dispositive power over and may be deemed the beneficial owners of all of the securities of KR Investments. Mr. Reilly disclaims ownership of such shares except to the extent of his pecuniary interests therein.

- (3) Each common unit of The Habit Restaurants, LLC is convertible, generally, at The Habit Restaurants, Inc.'s election, into cash or one (1) share of Class A Common Stock and has no expiration date. Upon such conversion, one (1) share of Class B common stock is cancelled.

- (4) KarpReilly GP also has voting and dispositive control over the securities of The Habit Restaurants, Inc. and The Habit Restaurants, LLC held by each of PEG US Corporate Finance Institutional Investors III LLC and 522 Fifth Avenue Fund, L.P., and therefore Mr. Reilly may also be deemed the beneficial owner of such securities.

Remarks:

This Form 4/A amends the Form 4 filing made on April 17, 2015. Due to an administrative error, the Form 4, as originally filed

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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