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

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5
obligations
may continue.
See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Add Fils Ira	lress of Repor	ting Person *	2. Issuer Name and Ticker or Trading Symbol Habit Restaurants, Inc. [HABT]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O THE HABIT RESTAURANTS, INC., 17320 RED HILL AVENUE, SUITE 140		· ·	(Month/Day/Year) 04/15/2015	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Chief Financial Officer		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
IRVINE, CA 92614			04/17/2015	Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit for Dispos (Instr. 3, 4	ed of (	` ′	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 Beneficial Ownership (Instr. 4)
Class A Common Stock	04/15/2015		C(1)	84,189	D	\$ 29.7216	0	D	
Class B Common Stock	04/15/2015		D <u>(1)</u>	84,189	D	\$ 0	263,553	D	

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

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#### number.

# 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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration E (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Membership Interests	(2)	04/15/2015		C(1)	84,189	(1)(2)	(1)(2)	Class A Common Stock	84,189

### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Fils Ira					
C/O THE HABIT RESTAURANTS, INC.	X		Chief Eineneiel Officer		
17320 RED HILL AVENUE, SUITE 140	Λ		Chief Financial Officer		
IRVINE, CA 92614					

## **Signatures**

/s/ Ira Fils 04/30/2015

\*\*Signature of Date
Reporting Person

#### **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 the reporting person as a selling stockholder 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.
- 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.

#### **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 file Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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