

Shake Shack Inc.  
Form 8-A12B  
January 28, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Shake Shack Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or incorporation or organization)

**47-1941186**  
(IRS Employer Identification No.)

**24 Union Square East, 5th Floor**  
**New York, NY**  
(Address of Principal Executive Offices)

**10003**  
(Zip Code)

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Securities to be registered pursuant to Section 12(b) of the Act:

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| Title of each class<br>to be so registered        | Name of each exchange on which<br>each class is to be registered |
|---------------------------------------------------|------------------------------------------------------------------|
| Class A common stock, par value \$0.001 per share | New York Stock Exchange                                          |

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  o

Securities Act registration statement file number to which this form relates: **333-201271**.

Securities to be registered pursuant to Section 12(g) of the Act: **None**.

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**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Class A common stock, par value \$0.001 per share, of Shake Shack Inc. (the Company) as included under the caption Description of Capital Stock in the Prospectus forming a part of the Company's Registration Statement on Form S-1, originally filed with the Securities and Exchange Commission (the Commission) on December 29, 2014 (File No. 333-201271) and as subsequently amended (the Registration Statement), is hereby incorporated by reference. In addition, all of the above-referenced descriptions included in any Prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

**Item 2. Exhibits.**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on the 28th day of January, 2015.

Date: January 28, 2015

**SHAKE SHACK INC.**

|        |                                |
|--------|--------------------------------|
| By:    | /s/ Jeff Uttz                  |
| Name:  | Jeff Uttz                      |
| Title: | <i>Chief Financial Officer</i> |