

Flug Jeffrey
Form 4
November 28, 2018

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Flug Jeffrey

(Last) (First) (Middle)

C/O SHAKE SHACK INC., 225
VARICK STREET, SUITE 301

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| CLASS A COMMON STOCK | 11/26/2018 | | C | 72,574 (1) A \$ 0 (1) | 72,574 | I | BY TRUST (2) |
| CLASS A COMMON STOCK | 11/27/2018 | | S | 11,000 D \$ 51.237 (3) (4) | 61,574 | I | BY TRUST (2) |
| CLASS A COMMON STOCK | 11/28/2018 | | S | 24,520 D \$ 52.3171 (4) (5) | 37,054 | I | BY TRUST (2) |
| CLASS B COMMON | 11/26/2018 | | J | 72,574 D \$ 0 (6) | 100,000 | I | BY TRUST |

STOCK (7)
 CLASS A
 COMMON 4,415 D
 STOCK

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

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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 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|---------------------|---|--|---|----------------------------|
| Common Membership Interests | (8) | 11/26/2018 | | C | 72,574 | (8) (8) | CLASS A COMMON STOCK | 72,574 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Flug Jeffrey C/O SHAKE SHACK INC. 225 VARICK STREET, SUITE 301 NEW YORK, NY 10014 | X | X | | |
| FLUG SHERYL H C/O SHAKE SHACK INC. 225 VARICK STREET, SUITE 301 NEW YORK, NY 10014 | | | X | |
| Gulf Five Fiduciary Management Corp C/O SHAKE SHACK INC. 225 VARICK STREET, SUITE 301 NEW YORK, NY 10014 | | | X | |
| Flug 2015 GS Trust U/A/D 12/29/15 | | | X | |

C/O SHAKE SHACK INC.
 225 VARICK STREET, SUITE 301
 NEW YORK, NY 10014

Signatures

| | |
|---|------------|
| /s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Jeffrey Flug | 11/28/2018 |
| **Signature of Reporting Person | Date |
| /s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Flug 2015 GS Trust U/A/D 12/29/15, by Gulf Five Fiduciary Management Corp., its Trustee | 11/28/2018 |
| **Signature of Reporting Person | Date |
| /s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Gulf Five Fiduciary Management Corp, by Sheryl Flug, its President | 11/28/2018 |
| **Signature of Reporting Person | Date |
| /s/ Ronald Palmese, Jr., Esq. Attorney-in-Fact for Sheryl Flug | 11/28/2018 |
| **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) Represents shares of Class A Common Stock ("Class A Stock") of Shake Shack Inc. (the "Issuer") that were obtained upon a redemption of an equal number of common membership interests in SSE Holdings, LLC (the "LLC Interests").
 Represents shares of Class A Stock held by Flug 2015 GS Trust U/A/D 12/29/15 (the "Trust"). Gulf Five Fiduciary Management Corp is the trustee of the Trust. Sheryl Flug, the wife of Jeffrey Flug, is the President of Gulf Five Fiduciary Management Corp. Each Reporting Person disclaims beneficial ownership of such securities except to the extent of such Reporting Person's pecuniary interest therein.
- (2) The transaction as executed in multiple trades at prices ranging from \$51.2000 to \$51.6000. The price reported above reflects the weighted average sales price.
- (3) Each Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) The transaction as executed in multiple trades at prices ranging from \$52.2500 to \$52.5000. The price reported above reflects the weighted average sales price.
 Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of the Issuer's Class B Common Stock ("Class B Stock") are cancelled for no consideration on a one-to-one basis upon redemption of the LLC Interests for shares of Class A Stock of the Issuer.
- (5) Represents shares of Class B Common Stock held by the Trust. Each Reporting Person disclaims beneficial ownership of such securities except to the extent of such Reporting Person's pecuniary interest therein.
- (6) The LLC Interests 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.
- (7) Represents LLC Interests held by the Trust. Each Reporting Person disclaims beneficial ownership of such interests except to the extent of such Reporting Person's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.