

Koff Zach  
 Form 4  
 May 10, 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 \*  
**Koff Zach**

(Last) (First) (Middle)

**C/O SHAKE SHACK INC., 5TH FLOOR**

(Street)

**NEW YORK, NY 10003**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**05/08/2018**

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)

Chief Operating Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| CLASS A COMMON STOCK            | 05/08/2018                           |  | M                              |   | 3,000<br><u>(1)</u>   | A  | \$ 21 9,809                       |
| CLASS A COMMON STOCK            | 05/08/2018                           |  | S                              |   | 3,000<br><u>(2)</u>   | D  | \$ 59 6,809                       |

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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 21  | 05/08/2018                           |  | M                              | 3,000   | <sup>(3)</sup> 01/29/2025                                | CLASS A COMMON STOCK  | 3,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Koff Zach<br>C/O SHAKE SHACK INC.<br>5TH FLOOR<br>NEW YORK, NY 10003 |               |           | Chief Operating Officer |       |

## Signatures

/s/ Ronald Palmese Jr., Esq., Attorney-in-Fact for Zachary Koff 05/10/2018

\_\_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 the Reporting Person's cashless exercise of the option to purchase 3,000 shares of Class A Stock.

(2) Represents the sale of shares of Class A Stock of the Issuer that were acquired in a cashless exercise of Reporting Person's option to purchase 3,000 shares of Class A Stock.

(3) An option to purchase 106,000 shares of Class A Stock at \$21 per share were granted to the Reporting Person on January 29, 2015. 21,200 options vested on January 29, 2016, 21,200 options vested on January 29, 2017, 21,200 options vested on January 29, 2018, and the remaining options vest in two equal installments on each of January 29, 2019 and January 29, 2020, subject to Reporting Person's continued service with the Issuer.

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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