

Morrison Charles R  
Form 4  
June 13, 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 \*  
Morrison Charles R

(Last) (First) (Middle)

C/O WINGSTOP INC., 5501 LBJ  
FREEWAY, 5TH FLOOR

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Wingstop Inc. [WING]

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

06/11/2018

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)

Chairman, President and CEO

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock, par value \$0.01 per share | 06/11/2018                           |  | M                              |   | 20,000 A \$ 1.52  | 137,152  | D  |
| Common Stock, par value \$0.01 per share | 06/11/2018                           |  | S <sup>(1)</sup>               |   | 10,700 <sup>(2)</sup> D \$ 53 <sup>(3)</sup>  | 126,452  | D  |
| Common Stock, par value \$0.01 per share | 06/11/2018                           |  | S <sup>(1)</sup>               |   | 300 <sup>(2)</sup> D \$ 53.69 <sup>(4)</sup>  | 126,152 <sup>(5)</sup>                                   | D  |



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(3) The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$52.51 to \$53.48. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission (the "SEC"), Wintstop, Inc. (the "Issuer") or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.

(4) The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$53.66 to \$53.71. The reporting person undertakes to provide to the staff of the SEC, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.

(5) The transactions reported in rows 2 and 3 of Table I together represent approximately 3.7% of the reporting person's total holdings of common stock (including service-based options, vested performance-based options and service-based restricted stock units) on a pre-transaction basis, which represents 300,042 shares.

(6) The exercise price of the reporting person's stock option was originally \$3.80 per share. The exercise price was initially reduced to \$3.03 to reflect the impact of a dividend paid to the Issuer's stockholders in December 2012 and further reduced to \$1.52 to reflect the impact of a second dividend paid to the Issuer's stockholders in December 2013.

(7) On August 30, 2012, the reporting person was granted an option to purchase 204,375 shares of common stock. The option vested in four equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2013, 2014, 2015 and 2016.

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.