

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>GARUTTI RANDALL J</b>  (Last) (First) (Middle)  <b>C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR</b>  (Street)  <b>NEW YORK, NY 10003</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Shake Shack Inc. [ SHAK ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Chief Executive Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/25/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/25/2017		C		8000 <u>(1)</u>	A	\$0 <u>(1)</u>	11100	D	
CLASS A COMMON STOCK	1/25/2017		S		8000 <u>(2)</u>	D	\$34.9257 <u>(3)</u> <u>(4)</u>	3100 <u>(5)</u>	D	
CLASS B COMMON STOCK	1/25/2017		J		8000	D	\$0 <u>(6)</u>	725051 <u>(7)</u>	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Membership Interests	<u>(8)</u>	1/25/2017		C		8000		<u>(8)</u>	<u>(8)</u>	CLASS A COMMON STOCK	8000.0	\$0 <u>(8)</u>	725051 <u>(9)</u>	D	

**Explanation of Responses:**

- ( 1) Represents shares of Class A Common Stock ("Class A Stock") of Shake Shack Inc. (the "Issuer") that were obtained upon redemption of an equal number of common membership interests in SSE Holdings, LLC (the "LLC Interests"). The LLC Interests are redeemable for an equal number of shares of Class A Stock, or, at the election of the Issuer, cash equal to the volume-weighted average market prices of such shares.
- ( 2) Represents shares of Class A Stock of the Issuer that were disposed of by the Reporting Person pursuant to a 10b5-1 trading plan entered into on August 23, 2016.
- ( 3) The transaction was executed in multiple trades at prices ranging from \$34.7600 to \$35.1700. The price reported above reflects the weighted average sales price.
- ( 4) The 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.
- ( 5) Represents shares of Class A Stock of the Issuer held by the Reporting Person.
- ( 6) 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-for-one basis upon redemption of the LLC Interests for shares of Class A Stock.
- ( 7) Represents shares of Class B Stock of the Issuer held by the Reporting Person.
- ( 8) 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.

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9) Represents LLC interests held by the Reporting Person.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>GARUTTI RANDALL J C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003</b>	<b>X</b>	<b>X</b>	<b>Chief Executive Officer</b>	

**Signatures**

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Randall J. Garutti

1/27/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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