

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Shake Shack Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

819047 101
(CUSIP Number)

Jeffrey Uttz
24 Union Square East
5th Floor
New York, NY 10003
(646) 747-7200

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

May 11, 2017
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	Names of Reporting Persons.	
	Jeffrey Uttz	
2	Check the Appropriate Box if a Member of a Group	
	(a) <input type="checkbox"/>	
	(b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	Source of Funds	
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
6	Citizenship or Place of Organization	
	United States of America	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power
		182,535
	8	Shared Voting Power
		0
	9	Sole Dispositive Power
		182,535
	10	Shared Dispositive Power
		0
11	Aggregate Amount Beneficially Owned by Each Reporting Person	
	182,535	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Securities	
	<input type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11)	
	0.7%	
14	Type of Reporting Person	
	IN	

Preliminary Note

This Amendment No. 3, dated May 26, 2017 (this "Amendment No. 3"), amends and supplements the Schedule 13D filed on February 17, 2015 (as amended and supplemented to date, the "Schedule 13D") relating to shares of Class A common stock, \$0.001 par value per share (the "A-Common"), of Shake Shack Inc. (the "Issuer"). Capitalized terms used in this Amendment No. 3 and not otherwise defined herein shall have the same meanings ascribed to them in the Schedule 13D. This Amendment No. 3 constitutes an exit filing for the Reporting Person.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

On May 11, 2017, the Meyer Stockholders, the LGP Stockholders and the SEG Stockholders entered into Amendment No. 2 to the Stockholders Agreement, pursuant to which the Reporting Person was removed as a party to the Stockholders Agreement. As a result, the Reporting Person no longer is a member of the Voting Group.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is amended and restated in its entirety as follows:

(a)-(b)

The aggregate percentage of shares of A-Common reported to be beneficially owned by the Reporting Person is based upon a total of 25,976,163 shares of A-Common outstanding, which is the total number of shares of A-Common told by the Issuer to the Reporting Person to be outstanding as of May 10, 2017.

At the close of business on May 11, 2017, the Reporting Person may be deemed to beneficially own 182,535 shares of A-Common, constituting approximately 0.7% of the shares of A-Common outstanding.

(c) None.

(d) None.

(e) May 11, 2017.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

As stated above, on May 11, 2017, the Reporting Person was removed as a party to the Stockholders Agreement pursuant to Amendment No. 2 to the Stockholders Agreement ("Amendment No. 2 to Stockholders Agreement"). Amendment No. 2 to Stockholders Agreement is discussed in Item 4 and is filed as Exhibit 7.1.2.

Item 7. Materials to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

Exhibit No.	Description
7.1.2	Amendment No. 2 to Stockholders Agreement, dated and effective as of May 11, 2017, by and among Shake Shack Inc., SSE Holdings, LLC, the Meyer Stockholders, the LGP Stockholders and the SEG Stockholders.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 26, 2017

By: /s/ Ronald Palmese, Jr.
Ronald Palmese, Jr., Esq., Attorney-in-Fact for Jeffrey Uttz

AMENDMENT No. 2 TO STOCKHOLDERS AGREEMENT

THIS AMENDMENT NO. 2 TO STOCKHOLDERS AGREEMENT, dated and effective as of May 11, 2017 (this “Amendment”), is entered into by and among (i) Shake Shack Inc., a Delaware corporation (the “Company”), (ii) SSE Holdings, LLC, a Delaware limited liability company (“Holdings”), (iii) the Persons listed on the signature pages hereto under the caption “Meyer Stockholders” (the “Meyer Stockholders”), (iv) the Persons listed on the signature pages hereto under the caption “LGP Stockholders” (the “LGP Stockholders”) and (v) the Persons listed on the signature pages hereto under the caption “SEG Stockholders” (the “SEG Stockholders”). All capitalized terms defined herein but not used herein shall have the meanings as ascribed to such terms in the Stockholders Agreement (as defined below).

W I T N E S S E T H:

WHEREAS, the Company, Holdings, the Meyer Stockholders, the LGP Stockholders, the SEG Stockholders and certain other stockholders of the Company (together with their Affiliates and the Meyer Stockholders, collectively, the “Management Stockholders”) have previously entered into a Stockholders Agreement, dated and effective as of February 4, 2015, as amended by Amendment No. 1 to Stockholders Agreement, dated and effective as of October 8, 2015 (collectively, the “Stockholders Agreement”); and

WHEREAS, the Meyer Stockholders, the LGP Stockholders and the SEG Stockholders desire to amend the Stockholders Agreement as hereinafter provided to remove certain persons as Management Stockholders.

NOW, THEREFORE, Meyer Stockholders, the LGP Stockholders and the SEG Stockholders hereto agree as follows:

- A. Schedule 2 (Management Stockholders) to the Stockholders Agreement is hereby amended and restated in its entirety and replaced by Schedule 2 attached hereto.
 - B. As hereby amended by this Amendment, the Stockholders Agreement remains in full force and effect.
-

IN WITNESS WHEREOF, each of the undersigned has signed this Amendment No. 2 to Stockholders Agreement as of the date first above written.

COMPANY:

SHAKE SHACK INC.

By: /s/ Ronald Palmese Jr.

Name: _____
Ronald Palmese Jr.

Title: General Counsel

HOLDINGS :

SSE HOLDINGS, LLC

By: /s/ Ronald Palmese Jr.

Name: _____
Ronald Palmese Jr.

Title: General Counsel

[Signature Page to Amendment No. 2 to Stockholders Agreement]

MEYER STOCKHOLDERS :

**UNION SQUARE HOSPITALITY GROUP,
LLC**

By: /s/ Daniel H. Meyer

Daniel H. Meyer

Name:

Chief Executive Officer

Title:

GRAMERCY TAVERN CORP.

By: /s/ Daniel H. Meyer

Daniel H. Meyer

Name:

Title: Authorized Signatory

By: /s/ Daniel H. Meyer

Daniel H. Meyer

**DANIEL H. MEYER 2012 GIFT TRUST
U/A/D 10/31/12**

By: /s/ Audrey Meyer

Name: Audrey Meyer, not individually but
solely as Co-Trustee

LGP STOCKHOLDERS :

GREEN EQUITY INVESTORS VI, L.P.

By: GEI Capital VI, LLC, its General Partner

By: /s/ Lance J.T. Schumacher

Lance J.T. Schumacher

Vice President - Tax

GREEN EQUITY INVESTORS SIDE VI, L.P.

By: GEI Capital VI, LLC, its General Partner

By: /s/ Lance J.T. Schumacher

Lance J.T. Schumacher

Vice President - Tax

LGP MALTED COINVEST LLC

By: Peridot Coinvest Manager LLC, its Manager

By: Leonard Green & Partners, L.P., its Manager

By: LGP Management, Inc., its General Partner

By: /s/ Lance J.T. Schumacher

Lance J.T. Schumacher

Vice President - Tax

[Signature Page to Amendment No. 2 to Stockholders Agreement]

SEG STOCKHOLDERS :

SEG PARTNERS, L.P.

**SEG Partners Holdings, LLC, its
general partner**

By:

By: /s/ George Loening

Name: _____
George Loening
Managing Member

Title:

SEG PARTNERS II, L.P.

By: SEG Partners II Holdings, LLC, its
general partner

By: /s/ George Loening

Name: _____
George Loening
Managing Member

Title:

**SEG PARTNERS OFFSHORE MASTER
FUND, LTD**

By: /s/ George Loening

Name: _____
George Loening
Director

Title:

SCHEDULE 2

MANAGEMENT STOCKHOLDERS

Daniel H. Meyer

Daniel H. Meyer 2012 Gift Trust U/A/D 10/31/12

Gramercy Tavern Corp.

Jeff Flug

Flug 2015 GS Trust U/A/D 12/29/15

Randy Garutti

The Randall J. Garutti 2014 GST Trust

Robert Vivian