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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

June 12, 2017

Date of Report (Date of earliest event reported)



SHAKE SHACK INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-36823

(Commission
File Number)

47-1941186

(IRS Employer
Identification No.)

**24 Union Square East, 5th Floor
New York, New York**

(Address of principal executive offices)

10003

(Zip Code)

(646) 747-7200

(Registrant's telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective June 12, 2017 (the “Effective Date”), Evan Guillemain, a member of the Board of Directors (the “Board”) of Shake Shack Inc. (“Shake Shack”), Chairman of the Compensation Committee, and member of the Audit Committee, resigned from the Board and all committees thereof. Mr. Guillemain's resignation is not due to any disagreements with Shake Shack on any matters relating to its operations, policies or practices.

Effective upon Mr. Guillemain's resignation, the size of the Board of Shake Shack was reduced from eight to seven members.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Shake Shack Inc. (“**Shake Shack**”) held its annual meeting of stockholders (the “**Annual Meeting**”) on June 12, 2017. At the Annual Meeting, Shake Shack’s stockholders were asked to vote on two proposals: (1) the election of three Class II directors, and (ii) the ratification of the appointment of Ernst & Young LLP as Shake Shack’s independent registered public accounting firm for the fiscal year ending December 27, 2017. The results of the stockholder vote are set forth below.

Item 1 - Election of Directors

Shake Shack’s stockholders elected three nominees, Randy Garutti, Joshua Silverman and Jonathan D. Sokoloff, as Class II directors to hold office until the annual meeting of stockholders to be held following Shake Shack’s 2019 fiscal year and until their respective successor is duly elected and qualified. Information as to the vote on each director standing for election is provided below:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Randy Garutti	24,454,741	971,589	7,776,430
Joshua Silverman	25,324,681	101,649	7,776,430
Jonathan D. Sokoloff	23,367,028	2,059,302	7,776,430

Item 2 - Ratification of the Appointment of Independent Registered Public Accounting Firm for the Fiscal Year Ending December 27, 2017

Shake Shack’s stockholders ratified the appointment of Ernst & Young LLP as Shake Shack's independent registered public accounting firm for the fiscal year ending December 27, 2017, as set forth below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
33,115,254	49,116	38,390	0

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Shake Shack Inc.

(Registrant)

By: /s/ Ronald Palmese Jr.

Ronald Palmese Jr.

General Counsel

Date: June 12, 2017