
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

November 22, 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.

On November 22, 2017, the Board of Directors (the “Board”) of Shake Shack Inc. (the “Company”) increased the number of directors of the Company from 7 to 8 and elected Anna Fieler to serve as a director of the Company, effective December 8, 2017 (the “Effective Date”). Ms. Fieler also was appointed to serve on the Company’s Compensation Committee.

Ms. Fieler is currently the Chief Marketing Officer of POPSUGAR, Inc., a position she has held since June 2014 at the digital lifestyle media company. She previously served as the Chief Marketing Officer for ItsOn, Inc., developing and launching a consumer mobile interface on its cloud-based platform, from November 2012 to January 2014. Prior to that, Ms. Fieler served as Chief Marketing Officer at Stella & Dot, a global fashion and accessories company, from September 2011 to June 2012. From March 2009 to September 2011, Ms. Fieler was the VP and Head of Marketing at Tiny Prints, which was acquired by Shutterfly in March of 2011. She also has served various marketing and general management functions at CafePress from 2007 to 2009 and at eBay from 2001 to 2007. Ms. Fieler graduated *magna cum laude* with a B.A. degree in Psychology from Brown University in 1995, and received her M.B.A. from Harvard Business School in 2000. Ms. Fieler currently serves on the board of Girls Leadership, a non-profit organization, and is a board advisor to Nature Box, a private venture-backed food company. Ms. Fieler was selected to the Board because she possesses deep expertise in digital marketing and experience in leading organizations through disruptive technology transformation.

As of the Effective Date, Ms. Fieler will participate in the Company’s standard compensation program for non-employee directors, pursuant to the Company’s Non-Employee Director Compensation Policy. Ms. Fieler’s service will commence midway through the annual director service term, which ends on the date of the Company’s Annual Meeting of Stockholders in June 2018. As such, she will receive one-half of the \$75,000 annual non-employee director compensation in the form of fifty percent (50%) cash and fifty percent (50%) equity. A copy of the Company’s Non-Employee Director Compensation Policy is available on the Company’s website at investor.shakeshack.com/investors-overview/governance. The contents of the Company’s website are not incorporated by reference into this current report on Form 8-K.

There is no arrangement or understanding between Ms. Fieler and any other persons or entities pursuant to which Ms. Fieler was elected as a director. Nor are there any related party transactions between the Company and Ms. Fieler that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the letter agreement between Ms. Fieler and the Company with respect to her service as director is filed as Exhibit 10.1 to this current report on Form 8-K. In addition, Ms. Fieler will execute the Company’s form of indemnification agreement, a copy of which has been filed as Exhibit 10.21 to the Company’s Registration Statement on Form S-1 filed with the U.S. Securities and Exchange Commission on January 20, 2015.

A copy of the press release containing the announcement of Ms. Fieler’s election to the Board is attached as Exhibit 99.1 to this current report on Form 8-K and incorporated herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Exhibit Description
10.1	Letter Agreement, dated November 22, 2017, between Anna Fieler and Shake Shack Inc.
99.1	Press Release, dated November 29, 2017, announcing election of Anna Fieler to the Board of Directors of Shake Shack Inc.

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/ Tara Comonte

Tara Comonte

Chief Financial Officer

Date: November 29, 2017

EXHIBIT INDEX

Exhibit Number	Exhibit Description
10.1	Letter Agreement, dated November 22, 2017, between Anna Fieler and Shake Shack Inc.
99.1	Press Release, dated November 29, 2017, announcing the election of Anna Fieler to the Board of Directors of Shake Shack Inc.



November 22, 2017

Ms. Anna Fieler
2036 Sterling Ave.
Menlo Park, CA 94025

Dear Anna:

This letter sets forth the terms and conditions of your election to serve as a director (“**Director**”) on the board of directors (the “**Board**”) of Shake Shack Inc. (the “**Company**”) and to serve as a member of the Compensation Committee of the Board (“**Committee**”), effective as of December 8, 2017.

As a Director, you are expected to attend at least four (4) Board meetings and Committee meetings annually and shall have such other duties and responsibilities as are customarily associated with this position. You shall continue to serve on the Board until such time as either you or the Company (or its successor) terminates your service or you are not re-elected to the Board.

As consideration for your anticipated service on the Board and the Committee, you will be entitled to receive cash and equity compensation consistent with the Company’s Non-Employee Director Compensation Policy (the “**Compensation Policy**”). As such, for the current annual Director service cycle, from June 12, 2017 through next year’s annual meeting of stockholders, anticipated mid-June 2018, (A) you shall receive cash equal to \$18,750, payable in two (2) equal installments of \$9,375, within 3 business days following each of the December 8, 2017 and March 22, 2018 quarterly meetings of the Board, and (B) you shall be granted, within one (1) business day following the December 8, 2017 meeting of the Board, restricted stock units for such number of shares of the Company’s Class A common stock as may be determined based on an aggregate grant date fair value of \$18,750, as calculated on or as close in time as practicable to the grant date. You agree that you shall comply with the Company’s Compensation Policy.

You will also be entitled to coverage under a directors’ and officers’ liability insurance policy maintained by the Company.

During your tenure as a Director, you shall at all times and for all purposes be acting as an independent contractor and not as an employee of the Company. Accordingly, you shall not be eligible to participate in employee benefit plans provided by the Company to its employees and the Company shall not, on your account, (i) pay any unemployment tax or other taxes required under the law to be paid with respect to employees or (ii) withhold any monies from any compensation paid to you for income or employment tax purposes. Director compensation is established by the Board and so, notwithstanding this letter, it may be revised at any time and from time to time.

Please confirm that the foregoing reflects your understanding by delivering to us a signed version of this letter at your earliest convenience. We are glad to have you aboard and look forward to working together. Please feel free to contact me should you wish to discuss any aspect of your service on the Board.

Sincerely,

/s/ Daniel H. Meyer

Daniel H. Meyer, Chairman

Accepted & Agreed:

/s/ Anna Fieler

Anna Fieler

Date: November 22, 2017



Shake Shack Elects Anna Fieler to its Board of Directors

NEW YORK, NY (Business Wire) - November 29, 2017 - **Shake Shack Inc.** (“Shake Shack” or the “Company”) (NYSE: SHAK) announced today that it has elected Anna Fieler to its Board of Directors, effective December 8, 2017. A skilled executive with 20 years of experience in consumer technology and building world class brands, Ms. Fieler will become the eighth member of Shake Shack’s Board of Directors.

“Anna brings a unique perspective to our Board with years of experience developing brands and driving loyalty through technology,” said Randy Garutti, Shake Shack CEO. “We are honored to have her join our Board of Directors”.

“Shake Shack has done an exceptional job building a lovemark brand based on great food and hospitality,” said Fieler. “I am excited to leverage my expertise in helping companies develop customer experience innovations through technology, and I look forward to being part of Shake Shack’s continued growth.”

Fieler is the Executive Vice President and Chief Marketing Officer of POPSUGAR Inc., the global media and technology company and leading lifestyle brand, attracting a loyal global audience of 300M through content and commerce. Fieler has a passion for building disruptive venture-backed businesses. Her previous roles include Chief Marketing Officer of Stella & Dot where she helped reinvent the direct-selling industry for the digital age, Vice President of Marketing at Tiny Prints where she grew the brand from a niche player to a household name resulting in a successful exit via acquisition by Shutterfly Inc. and various leadership positions at eBay where she introduced a fixed priced platform, led marketing for its lifestyle categories and launched the first major buyer loyalty and retention initiative.

Prior to a career in Silicon Valley, Anna began her career on Madison Avenue at Ogilvy & Mather where she helped develop the foundation for Dove’s groundbreaking “Real Women, Real Beauty” campaign.

Fieler is a sought-after thought leader and frequent speaker at notable conferences delivering keynotes on Millennial and Gen Z consumer insights, future of retail, social media, advertising and publishing. She currently serves as a board member at Girls Leadership and board advisor at NatureBox. Fieler holds an MBA from Harvard Business School and graduated magna cum laude from Brown University.

About Shake Shack

Shake Shack is a modern day “roadside” burger stand known for its 100% all-natural Angus beef burgers and flat-top Vienna beef dogs (no added hormones or antibiotics - ever), 100% all-natural chicken (no added hormones or antibiotics - ever), spun-fresh frozen custard, crinkle cut fries, craft beer and wine (available at select locations) and more. With its fresh, simple, high-quality food at a great value, Shake Shack is a fun and lively community gathering place with widespread appeal. Shake Shack’s mission is to Stand For Something Good[®], from its premium ingredients and caring hiring practices to its inspiring designs and deep community investment. Since the original Shack opened in 2004 in NYC’s Madison Square Park, the company has expanded to more than 90 locations in 18 U.S. States and the District of Columbia, and more than 50 international locations including London, Istanbul, Dubai, Tokyo, Moscow, Seoul and more.