
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 1, 2016

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

On November 1, 2016, 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 Josh Silverman to serve as a director of the Company, effective November 17, 2016 (the “Effective Date”). Mr. Silverman also was appointed to serve on the Company’s Audit Committee.

From June 2011 to December 2015, Mr. Silverman served as President of Consumer Products and Services at American Express. Prior to joining American Express, Mr. Silverman served as CEO of Skype (from February 2008 to September 2010), CEO of Shopping.com, an eBay company (from July 2006 to March 2008), Managing Director of Markplaats.nl & eBay NL, a Dutch subsidiary of eBay (from December 2003 to June 2006), and CEO of Evite, which he co-founded (from December 1998 to May 2001).

As of the Effective Date, Mr. Silverman will participate in the Company’s standard compensation program for non-employee directors, pursuant to the Company’s Non-Employee Director Compensation Policy. Mr. Silverman’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 May. As such, he 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 Mr. Silverman and any other persons or entities pursuant to which Mr. Silverman was elected as a director. Nor are there any related party transactions between the Company and Mr. Silverman that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the letter agreement between Mr. Silverman and the Company with respect to his service as director is filed as Exhibit 10.1 to this current report on Form 8-K. In addition, Mr. Silverman 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 Mr. Silverman’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 1, 2016, between Josh Silverman and Shake Shack Inc.
99.1	Press release dated November 2, 2016, announcing election of Josh Silverman 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/ Jeff Uttz

Jeff Uttz

Chief Financial Officer

Date: November 2, 2016



November 1, 2016

Dear Josh:

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 Audit Committee of the Board (" **Committee** "), effective as of November 17, 2016.

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 May 18, 2016 through May 17, 2017, (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 November 17, 2016 and March 15, 2017 quarterly meetings of the Board, and (B) you shall be granted, within one (1) business day following the November 17, 2016 meeting of the Board, a non-qualified stock option with a fair market value of \$18,750 on the date of the grant. 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/ Josh Silverman

Josh Silverman

Date: November 1, 2016



Shake Shack Elects Josh Silverman to its Board of Directors

NEW YORK, NY (Business Wire) — November 2, 2016 — **Shake Shack Inc.** ("Shake Shack" or the "Company") (NYSE: SHAK) today announced that it has elected Josh Silverman to its Board of Directors, effective November 17, 2016. An entrepreneurial executive with experience in media, marketplaces, communications and financial services, Mr. Silverman will become the eighth member of Shake Shack's Board of Directors and will also serve on its Audit Committee.

"Josh brings to our Board a wealth of consumer, technology and leadership experience, and he is passionate about delivering shareholder value while embracing Enlightened Hospitality," said Danny Meyer, Chairman. "We are so honored to have Josh join our Board of Directors."

"I admire the passion that people have for Shake Shack, and I love the food and the brand," said Silverman. "I'm ready to leverage my experience in helping fast growing brands unlock their full potential, and I look forward to being a part of Shake Shack's continued growth and exciting future."

Silverman, 47, was most recently the President of Consumer Products and Services at American Express from June 2011 to December 2015, with overall responsibility for the flagship US consumer cards and global consumer travel businesses. During his tenure, he launched iconic new products, broadened the appeal of the brand, and evolved the product, marketing, mobile and software capabilities of the company.

Prior to joining American Express, Silverman was the CEO of Skype, where during his tenure, Skype added more than 300 million users and became ubiquitous across mobile and consumer electronic devices, resulting in record revenues and profits. In recognition of his contributions, TechCrunch nominated Silverman as first runner-up for "CEO of the Year" in 2010. Prior to Skype, Silverman served as the CEO of Shopping.com, an eBay company, held various other senior executive roles at eBay, and was the co-founder and CEO of Evite, which he led from its inception through its sale to IAC in 2001.

"Josh's experience building and running some of the world's most loved global consumer and technology brands will add a valuable perspective to our Board of Directors," said Randy Garutti, Shake Shack CEO. "We are excited to welcome Josh to our Board."

Silverman is also an active member in many civic ventures and currently serves as the Chairman of the Board of ScriptEd.org and is a member of the Stanford Graduate School of Business' Management Board. Silverman holds a Bachelor's degree in public policy from Brown University and a MBA from Stanford 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 and no antibiotics ever), 100% all-natural cage-free chicken (no 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. From its premium ingredients and caring hiring practices to its inspiring designs and deep community investment, Shake Shack's mission is to Stand For Something Good®. Since the original Shack opened in 2004 in NYC's Madison Square Park, the company has opened multiple locations in 15 states and the District of Columbia, as well as international locations including London, Istanbul, Dubai, Tokyo, Moscow, Seoul and more.