

# FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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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

1. Name and Address of Reporting Person <sup>*</sup> <b>Meyer Daniel Harris</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)			2. Issuer Name and Ticker or Trading Symbol <b>Shake Shack Inc. [ SHAK ]</b>				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
			3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/9/2016</b>							
			4. If Amendment, Date Original Filed (MM/DD/YYYY)				6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

**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)			
CLASS A COMMON STOCK	12/9/2016		S		20000 <u>(1)</u>	D	\$38.0211 <u>(2)(3)</u>	1260318 <u>(4)</u>	I <u>(4)</u> By Trust
CLASS B COMMON STOCK								1270136 <u>(5)(6)</u>	D

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

1. Title of Derivative 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>(7)</u>									<u>(7)</u>	<u>(7)</u>	CLASS A COMMON STOCK	1270136.0		<u>1270136 <u>(8) (9)</u></u>	<u>D <u>(9)</u></u>

#### Explanation of Responses:

- ( ) Represents shares of Class A common stock ("Class A Stock") of Shake Shack Inc. (the "Issuer") that were disposed of by the Reporting Person through the
- 1) Daniel H. Meyer Investment Trust d/t/d 5/15/92 (the "Investment Trust") pursuant to a 10b5-1 trading plan entered into on August 16, 2016. The Reporting Person is the grantor, trustee and beneficiary of the Investment Trust. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- ( ) The transaction was executed in multiple trades at prices ranging from \$38.0000 to \$38.0900. The price reported above reflects the weighted average sales
- 2) price.
- ( ) 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
- 3) number of shares and prices at which the transaction was effected.
- ( ) Represents Class A Stock of the Issuer held by the Reporting Person through the Investment Trust. The Reporting Person disclaims beneficial ownership of
- 4) such shares except to the extent of his pecuniary interest therein.
- ( ) Represents shares of Class B common stock ("Class B Stock") of the Issuer held by the Reporting Person.
- ( ) The Reporting Person also holds 2,690,263 shares of Class B Stock indirectly through Gramercy Tavern Corp. ("GT"). In addition, 590,921 shares of Class B
- 6) Stock are held by the Daniel H. Meyer 2010 Gift Trust (the "Gift Trust"), of which the Reporting Person's spouse is a trustee and beneficiary. The Reporting Person disclaims beneficial ownership of all of the shares held by these entities except to the extent of his pecuniary interest therein.
- ( ) The common membership interests in SSE Holdings, LLC (the "LLC Interests") are redeemable for an equal number of shares of Class A Stock or, at the
- 7) election of the Issuer, cash equal to the volume-weighted average market price of such shares. The LLC Interests have no expiration date.
- ( ) Represents LLC Interests held by the Reporting Person.
- ( ) The Reporting Person also holds 2,690,263 LLC Interests indirectly through GT. In addition, 590,921 LLC Interests are held by the Gift Trust. The Reporting

9) Person disclaims beneficial ownership of all of the LLC Interests held by these entities except to the extent of his pecuniary interest therein.

**Reporting Owners**

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

**Signatures**

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Daniel Harris Meyer .

12/13/2016

 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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