

Shake Shack Inc.
Form 4
May 26, 2016

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Select Equity Group, L.P.

(Last) (First) (Middle)
380 LAFAYETTE STREET, 6TH FLOOR
(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Shake Shack Inc. [SHAK]

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2016

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Class A Common Stock, par value \$0.001 per share	05/25/2016		S	4,495	D \$ 35.0011	88,158	I	See Footnotes (1) (2)
Class A Common Stock, par value \$0.001 per share	05/25/2016		S	27,855	D \$ 35.0011	1,402,918	I	See Footnotes (1) (3)

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Class A Common Stock, par value \$0.001 per share	05/25/2016	S	17,650	D	\$ 35.0011	421,074	I	See Footnotes (1) (4)
Class A Common Stock, par value \$0.001 per share	05/25/2016	C	55,000	A	(5)	143,158	I	See Footnotes (1) (2)
Class B Common Stock, par value \$0.001 per share	05/25/2016	J	55,000	D	(6)	83,127	I	See Footnotes (1) (7)
Class A Common Stock, par value \$0.001 per share	05/25/2016	C	140,000	A	(5)	561,074	I	See Footnotes (1) (4)
Class B Common Stock, par value \$0.001 per share	05/25/2016	J	140,000	D	(6)	327,658	I	See Footnotes (1) (8)
Class A Common Stock, par value \$0.001 per share	05/26/2016	S	4,495	D	\$ 36.7524	138,663	I	See Footnotes (1) (2)
Class A Common Stock, par value \$0.001 per share	05/26/2016	S	27,855	D	\$ 36.7524	1,375,063	I	See Footnotes (1) (3)
Class A Common Stock, par value \$0.001	05/26/2016	S	17,650	D	\$ 36.7524	543,424	I	See Footnotes (1) (4)

per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Common Membership Interests	\$ 0	05/25/2016		C	55,000	(5) (5)	Class A Common Stock, par value \$0.001 per share 55,000
Common Membership Interests	\$ 0	05/25/2016		C	140,000	(5) (5)	Class A Common Stock, par value \$0.001 per share 140,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Select Equity Group, L.P. 380 LAFAYETTE STREET 6TH FLOOR NEW YORK, NY 10003	X			See Remarks
SEG PARTNERS L P C/O SELECT EQUITY GROUP 380 LAFAYETTE STREET NEW YORK, NY 10003	X			See Remarks
SEG Partners Offshore Master Fund, Ltd.	X			See Remarks

