

Shake Shack Inc.
Form 3
February 17, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â CORAINE RICHARD D
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
02/04/2015

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O SHAKE SHACK
INC.,Â 24 UNION SQUARE
EAST, 5TH FLOOR
(Street)

(Check all applicable)

___ Director ___X_ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

NEW YORK,Â NYÂ 10003
(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| CLASS A COMMON STOCK | 5,000 ⁽¹⁾ | D | Â |
| CLASS B COMMON STOCK | 252,398 ⁽²⁾ ⁽³⁾ | D | Â |
| CLASS B COMMON STOCK | 424,525 ⁽²⁾ ⁽³⁾ | I | BY TRUST ⁽⁴⁾ |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| COMMON MEMBERSHIP INTERESTS | Â (5) | Â (5) | CLASS A COMMON STOCK | 252,398 (6) \$ (5) | D | Â |
| COMMON MEMBERSHIP INTERESTS | Â (5) | Â (5) | CLASS A COMMON STOCK | 424,525 (6) \$ (5) | I | BY TRUST (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CORAIINE RICHARD D C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | Â | Â X | Â | Â |
| RICHARD D. CORAINE 2012 FAMILY TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | Â | Â X | Â | Â |
| HAIDA TONI C/O SHAKE SHACK INC., 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| /s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Richard D. Coraine | 02/17/2015 |
| **Signature of Reporting Person | Date |
| /s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Richard D. Coraine 2012 Family Trust | 02/17/2015 |
| **Signature of Reporting Person | Date |
| /s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Toni Haida | 02/17/2015 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Represents shares of Class A common stock, par value \$0.001 per share (the "Class A Common Stock"), purchased under Shake Shack Inc.'s (the "Issuer") Directed Share Program using personal funds. Richard D. Coraine's spouse, Toni Haida, is a 10% owner of the Issuer and has an indirect pecuniary interest in these shares.
- Acquired pursuant to a subscription agreement entered into with the Issuer in connection with the closing of the Issuer's initial public offering on February 4, 2015 (the "IPO"). One share of the Issuer's Class B common stock, par value \$0.001 per share (the "Class B Common Stock"), was issued for each common membership interest in SSE Holdings, LLC (each an "LLC Interest") received pursuant to a reclassification of SSE Holdings, LLC that occurred in connection with the closing of the IPO. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer filed in connection with the IPO, the shares of Class B Common Stock (i) confer no incidents of economic ownership on the holders thereof, (ii) only confer voting rights on the holders thereof and (iii) may only be issued, on a one-for-one basis, to the permitted holders of LLC Interests. Continued in Footnote 3.
- (2) Continued from Footnote 2. Richard D. Coraine's spouse, Toni Haida, is a 10% owner of the Issuer and has an indirect pecuniary interest in the shares of Class B Common Stock held directly by Richard D. Coraine.
- (3) Held directly by the Richard D. Coraine 2012 Family Trust (the "Trust"), of which Richard D. Coraine's spouse, Toni Haida, is a trustee and beneficiary. Richard D. Coraine disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (4) Represents LLC Interests which are redeemable for an equal number of shares of the Issuer's Class A Common Stock or, at the election of the Issuer, cash equal to the volume-weighted average market price of such shares. The LLC Interests have no expiration date.
- Issued pursuant to a reclassification of SSE Holdings, LLC that occurred in connection with the closing of the IPO. The units in SSE Holdings, LLC held by each of Richard D. Coraine and the Trust prior to the reclassification were cancelled as part of the
- (5) reclassification. The reclassification is further described in the Third Amended and Restated Limited Liability Company Agreement of SSE Holdings, LLC, which was filed with the Securities and Exchange Commission on January 20, 2015 as Exhibit 10.3 to Amendment No. 1 of the Issuer's Registration Statement on Form S-1.

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Remarks:

Exhibit List: Exhibit 24.1 - Power of Attorney for Richard D. Coraine, Exhibit 24.2 - Richard

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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