Shake Shack Inc. Form SC 13D/A March 11, 2016

APPROVAL
OMB
Number:
Expires:
Estimated
average
burden
hours per response.

**OMB** 

### **UNITED STATES**

### SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549** 

### **SCHEDULE 13D**

### **UNDER THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 4)\*

**Shake Shack Inc.** 

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

819047 101

(CUSIP Number)

Jennifer Bellah Maguire

### Gibson, Dunn & Crutcher LLP

#### 333 South Grand Avenue

Los Angeles, California 90071-3197

(213) 229-7986

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 9, 2016

(Date of Event Which Requires Filing of Statement on Schedule 13D)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), checking the following box.

\* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP	No. 81904	47 101	Schedule 13D/A	Page 2 of 16 Pa
(1)	Name o	f Repo	orting Persons:	
	I.R.S. Id	dentific	cation No. of Above Persons (entities only):	
(2)			Investors VI, L.P. propriate Box if a Member of a Group (See Instructions):	
(3)	SEC Us	se Only	<i>y</i> :	
(4)	Source	of Fun	ds (See Instructions):	
(5)	Check I	Box if	Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e	): "
(6)	Citizens	ship or	Place of Organization:	
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Aggregate Amount Beneficially Owned by Each Reporting Person:

(11)

7,462,910

- (12) Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "
- (13) Percent of Class Represented by Amount in Row (11):
  - 20.6% beneficial ownership of the voting stock based on 36,255,055 shares of Common Stock outstanding as of March 10, 2016
- (14) Type of Reporting Person (See Instructions):

PN

Note: All share numbers on these cover pages presented on an as-converted basis.

CUSIP	No. 8190	47 101	Schedule 13D/A	Page 3 of 16 Pa
(1)	Name o	of Repo	orting Persons:	
	I.R.S. I	dentifi	cation No. of Above Persons (entities only):	
(2)			Investors Side VI, L.P. propriate Box if a Member of a Group (See Instructions):	
(3)	SEC Us	se Only	<i>y</i> :	
(4)	Source	of Fun	ds (See Instructions):	
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CUSIP No. 819047 101			Schedule 13D/A	Page 4 of 16 Pages
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(14)	Type of Reporting Person (See Instructions):
	OO (Limited Liability Company)

CUSIP No. 819047 101			Schedule 13D/A	Page 5 of 16 Pages
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CUSIP No. 819047 101			Schedule 13D/A	Page 6 of 16 Pages
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No. 81904	47 101	Schedule 13D/A	Page 7 of 16 Pages
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CUSIP No. 819047 101			Schedule 13D/A	Page 8 of 16 Pages	
(1)	Name of Reporting Persons:  I.R.S. Identification No. of Above Persons (entities only):				
(2)		_	ment, Inc. propriate Box if a Member of a Group (See Instructions):		
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(14) Type of Reporting Person (See Instructions):

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o. 819047	7 101	Schedule 13D/A	Page 9 of 16 Pages	
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CUSIP No. 819047 101			Schedule 13D/A	Page 10 of 16 Pages	
(1)	(1) Name of Reporting Persons:				
	I.R.S. Id	lentifi	cation No. of Above Persons (entities only):		
(2)	Jonathar Check th		propriate Box if a Member of a Group (See Instructions):		
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CUSIP N	No. 81904	7 101	Schedule 13D/A	Page 11 of 16 Pages		
(1)	Name of Reporting Persons:  I.R.S. Identification No. of Above Persons (entities only):					
(2)	J. Kristo Check th		propriate Box if a Member of a Group (See Instructions):			
(3)	SEC Use	e Only	:			
(4)	Source of	of Fun	ds (See Instructions):			
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CUSIP No. 819047 101 Schedule 13D/A Page 12 of 16 Pages

#### ITEM 1. SECURITY AND ISSUER

This Amendment No. 4 to Schedule 13D (this **Amendment**) relates to shares of Class A common stock, par value \$0.001 per share (the **A-Common**) of Shake Shack Inc., a Delaware corporation (the **Issuer**). Capitalized terms used in this Amendment and not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

The address of the Issuer s principal executive offices is 24 Union Square East, 5th Floor, New York, NY 10003.

#### ITEM 2. IDENTITY AND BACKGROUND

The disclosure provided in Item 2 of the Schedule 13D amended hereby is updated to include the following additional disclosure:

(a) As of the date of this statement, (i) GEI VI is the record owner of 140,301 shares of A-Common and 4,326,266 shares of the Issuer s Class B common stock, par value \$0.001 per share ( **B-Common** ), (ii) GEI Side VI is the record owner of 2,662,077 shares of A-Common, and (iii) Malted is the record owner of 2,187 shares of A-Common and 323,828 shares of B-Common.

The names of the directors and executive officers of LGPM are set forth on Schedule 1, which is incorporated herein by reference.

#### ITEM 4. PURPOSE OF TRANSACTION

The disclosure provided in Item 4 of the Schedule 13D amended hereby is updated to include the following additional disclosure:

On March 9, 2016, (i) GEI VI tendered to the Issuer 87,640 LLC Interests and 87,640 shares of B-Common in exchange for 87,640 shares of A-Common, and (ii) Malted tendered to the Issuer 6,560 LLC Interests and 6,560 shares of B-Common in exchange for 6,560 shares of A-Common. Subsequent to the March 9, 2016 redemptions, the Reporting Persons executed the transactions set forth in Item 5(c).

Except as disclosed in this Item, none of the LGP Stockholders, nor any of the other Reporting Persons, has any current plans or proposals which relate to or would result in any of the events described in clauses (a) through (j) of the instructions to Item 4 of this Amendment. The Reporting Persons, however, will take such actions with respect to the Reporting Persons investments in the Issuer as deemed appropriate in light of existing circumstances from time to time and reserve the right to acquire or dispose of securities of the Issuer, to enter into hedging relationships with respect to such securities, or to formulate other purposes, plans, or proposals in the future depending on market conditions and/or other factors.

CUSIP No. 819047 101 Schedule 13D/A Page 13 of 16 Pages

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) and (b)

	Number* of			Percentage
	Shares With		Shared	of Class
	Shared Voting	Sole Beneficial	Beneficial	Beneficially
Reporting Persons	Power	Ownership	Ownership*	Owned
GEI VI	7,471,910	0	7,462,910	20.6%
GEI Side VI	7,471,910	0	7,462,910	20.6%
Malted	7,471,910	0	7,462,910	20.6%
Jonathan D. Sokoloff	7,471,910	0	7,462,910	20.6%
J. Kristofer Galashan	7,471,910	9,000	7,471,910	20.6%
Other Reporting Persons	7,471,910	0	7,462,910	20.6%

<sup>\*</sup> All share numbers presented in this table assume full conversion of B-Common to A-Common.

(c) The following table sets forth all transactions with respect to shares of Common Stock effectuated during the past 60 days by any of the Reporting Persons. Each day s sales comprised open market transactions made on that day, and the price per share reported is the weighted average sale price.

		Number of Shares	
Reporting Person	Date of Transaction	Sold	Price per Share
GEI VI	March 9, 2016	29,958	\$36.03
GEI Side VI	March 9, 2016	17,855	\$36.03
Malted	March 9, 2016	2,187	\$36.03
GEI VI	March 10, 2016	29,959	\$35.08
GEI Side VI	March 10, 2016	17,855	\$35.08
Malted	March 10, 2016	2,186	\$35.08

- (d) Not applicable.
- (e) Not applicable.

CUSIP No. 819047 101 Schedule 13D/A Page 14 of 16 Pages

### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this Amendment is true, complete, and correct.

Dated as of March 11, 2016

Green Equity Investors VI, L.P. By: GEI Capital VI, LLC, its General Partner

By: /s/ ADRIAN J. MAIZEY Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

Green Equity Investors Side VI, L.P. By: GEI Capital VI, LLC, its General Partner

By: /s/ Adrian J. Maizey Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

**LGP Malted Coinvest LLC** 

By: Peridot Coinvest Manager LLC, its

Manager

By: Leonard Green & Partners, L.P., its

Manager

By: LGP Management, Inc., its General

**Partner** 

By: /s/ Adrian J. Maizey Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

### **GEI Capital VI, LLC**

By: /s/ Adrian J. Maizey Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

### **Green VI Holdings, LLC**

By: /s/ Adrian J. Maizey Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

Leonard Green & Partners, L.P. By: LGP Management, Inc., its General Partner

By: /s/ Adrian J. Maizey Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

### CUSIP No. 819047 101 Schedule 13D/A Page 15 of 16 Pages

### LGP Management, Inc.

By: /s/ Adrian J. Maizey Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

Peridot Coinvest Manager LLC By: Leonard Green & Partners, L.P., its Manager By: LGP Management, Inc., its General Partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Operating Officer and Secretary

/s/ Adrian J. Maizey Adrian J. Maizey, as Attorney-in-Fact for Jonathan D. Sokoloff

/s/ Adrian J. Maizey Adrian J. Maizey, as Attorney-in-Fact for J. Kristofer Galashan

### CUSIP No. 819047 101 Schedule 13D/A Page 16 of 16 Pages

### SCHEDULE 1

#### Directors and Executive Officers of LGPM

Name Position with LGPM

John G. Danhakl Director, Executive Vice President and Managing Partner Donathan D. Sokoloff Director, Executive Vice President and Managing Partner

Jonathan A. Seiffer Senior Vice President John M. Baumer Senior Vice President Timothy J. Flynn Senior Vice President James D. Halper Senior Vice President Todd M. Purdy Senior Vice President Michael S. Solomon Senior Vice President W. Christian McCollum Senior Vice President Usama N. Cortas Senior Vice President J. Kristofer Galashan Senior Vice President Alyse M. Wagner Senior Vice President

Cody L. Franklin Chief Financial Officer and Assistant Secretary

Adrian Maizey Chief Operating Officer and Secretary

Andrew C. Goldberg General Counsel

Lily W. Chang Vice President Portfolio Services

Lance J.T. Schumacher Vice President Tax

Reginald E. Holden Vice President Procurement

Michael J. Kirton
Adam T. Levyn
Jeffrey Suer
John J. Yoon
Vice President
Vice President
Vice President