

Shake Shack Inc.
Form 4
August 20, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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 *
POLSKY JACK R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**C/O SHAKE SHACK INC., 24
UNION SQUARE EAST, 5TH
FLOOR**

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2015

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

(Street)
NEW YORK, NY 10003

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
CLASS A COMMON STOCK	08/18/2015		C	A	4,578	4,878	I BY TRUST (2)
CLASS A COMMON STOCK	08/18/2015		S	D	4,578	\$ 57.75 300	I BY TRUST (2)
CLASS B COMMON STOCK	08/18/2015		J(3)	D	4,578	(3) 29,376	I BY TRUST (2)
CLASS A COMMON STOCK	08/18/2015		C	A	1,144	(1) 1,444	I BY

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COMMON STOCK								TRUST <u>(4)</u>
CLASS A COMMON STOCK	08/18/2015	S	1,144	D	\$ 57.75	300	I	BY TRUST <u>(4)</u>
CLASS B COMMON STOCK	08/18/2015	J ⁽³⁾	1,144	D	<u>(3)</u>	7,344	I	BY TRUST <u>(4)</u>
CLASS A COMMON STOCK	08/18/2015	C	2,289	A	<u>(1)</u>	2,589	I	BY TRUST <u>(5)</u>
CLASS A COMMON STOCK	08/18/2015	S	2,289	D	\$ 57.75	300	I	BY TRUST <u>(5)</u>
CLASS B COMMON STOCK	08/18/2015	J ⁽³⁾	2,289	D	<u>(3)</u>	14,688	I	BY TRUST <u>(5)</u>
CLASS A COMMON STOCK	08/18/2015	C	4,578	A	\$ 0 <u>(1)</u>	4,878	I	BY TRUST <u>(6)</u>
CLASS A COMMON STOCK	08/18/2015	S	4,578	D	\$ 57.75	300	I	BY TRUST <u>(6)</u>
CLASS B COMMON STOCK	08/18/2015	J ⁽³⁾	4,578	D	<u>(3)</u>	29,376	I	BY TRUST <u>(6)</u>
CLASS A COMMON STOCK	08/18/2015	C	2,289	A	<u>(1)</u>	2,589	I	BY TRUST <u>(7)</u>
CLASS A COMMON STOCK	08/18/2015	S	2,289	D	\$ 57.75	300	I	BY TRUST <u>(7)</u>
CLASS B COMMON STOCK	08/18/2015	J ⁽³⁾	2,289	D	<u>(3)</u>	14,688	I	BY TRUST <u>(7)</u>
CLASS A COMMON STOCK	08/18/2015	C	4,578	A	<u>(1)</u>	4,878	I	BY TRUST <u>(8)</u>
CLASS A COMMON STOCK	08/18/2015	S	4,578	D	\$ 57.75	300	I	BY TRUST <u>(8)</u>
CLASS B COMMON STOCK	08/18/2015	J ⁽³⁾	4,578	D	<u>(3)</u>	29,376	I	BY TRUST <u>(8)</u>

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CLASS A COMMON STOCK	08/18/2015	C	4,578	A	<u>(1)</u>	4,878	I	BY TRUST <u>(9)</u>
CLASS A COMMON STOCK	08/18/2015	S	4,578	D	\$ 57.75	300	I	BY TRUST <u>(9)</u>
CLASS B COMMON STOCK	08/18/2015	<u>J(3)</u>	4,578	D	<u>(3)</u>	29,376	I	BY TRUST <u>(9)</u>
CLASS A COMMON STOCK	08/18/2015	C	4,578	A	<u>(1)</u>	4,878	I	BY TRUST <u>(10)</u>
CLASS A COMMON STOCK	08/18/2015	S	4,578	D	\$ 57.75	300	I	BY TRUST <u>(10)</u>
CLASS B COMMON STOCK	08/18/2015	<u>J(3)</u>	4,578	D	<u>(3)</u>	29,376	I	BY TRUST <u>(10)</u>
CLASS A COMMON STOCK	08/18/2015	C	3,433	A	<u>(1)</u>	3,733	I	BY TRUST <u>(11)</u>
CLASS A COMMON STOCK	08/18/2015	S	3,433	D	\$ 57.75	300	I	BY TRUST <u>(11)</u>
CLASS B COMMON STOCK	08/18/2015	<u>J(3)</u>	3,433	D	<u>(3)</u>	22,032	I	BY TRUST <u>(11)</u>
CLASS A COMMON STOCK	08/18/2015	C	11,445	A	<u>(1)</u>	11,745	I	BY TRUST <u>(12)</u>
CLASS A COMMON STOCK	08/18/2015	S	11,445	D	\$ 57.75	300	I	BY TRUST <u>(12)</u>
CLASS B COMMON STOCK	08/18/2015	<u>J(3)</u>	11,445	D	<u>(3)</u>	73,439	I	BY TRUST <u>(12)</u>

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.

SEC 1474
(9-02)

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Membership Interests	(13)	08/18/2015		C	4,578	(13)	(13)	CLASS A COMMON STOCK	4,578
Common Membership Interests	(13)	08/18/2015		C	1,144	(13)	(13)	CLASS A COMMON STOCK	1,144
Common Membership Interests	(13)	08/18/2015		C	2,289	(13)	(13)	CLASS A COMMON STOCK	2,289
Common Membership Interests	(13)	08/18/2015		C	4,578	(13)	(13)	CLASS A COMMON STOCK	4,578
Common Membership Interests	(13)	08/18/2015		C	2,289	(13)	(13)	CLASS A COMMON STOCK	2,289
Common Membership Interests	(13)	08/18/2015		C	4,578	(13)	(13)	CLASS A COMMON STOCK	4,578
Common Membership Interests	(13)	08/18/2015		C	4,578	(13)	(13)	CLASS A COMMON STOCK	4,578
Common Membership Interests	(13)	08/18/2015		C	4,578	(13)	(13)	CLASS A COMMON STOCK	4,578
Common Membership Interests	(13)	08/18/2015		C	3,433	(13)	(13)	CLASS A COMMON STOCK	3,433
Common Membership Interests	(13)	08/18/2015		C	11,445	(13)	(13)	CLASS A COMMON STOCK	11,445

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

POLSKY JACK R C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X
AMY WEISS-MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X
ISAAC WEISS-MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X
HALLIE MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X
GRETCHEN MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X
CHARLES MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X
PEYTON MEYER QUALIFIED MINOR'S TRUST C/O SHAKE SHACK INC. 24 UNION SQUARE EAST, 5TH FLOOR NEW YORK, NY 10003	X

Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Jack R. Polsky	08/20/2015
__Signature of Reporting Person	Date
/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Amy Weiss-Meyer Qualified Minor's Trust	08/20/2015
__Signature of Reporting Person	Date
/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Charles Meyer Qualified Minor's Trust	08/20/2015
__Signature of Reporting Person	Date
/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Gretchen Meyer Qualified Minor's Trust	08/20/2015
__Signature of Reporting Person	Date
/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Hallie Meyer Qualified Minor's Trust	08/20/2015
__Signature of Reporting Person	Date

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Isaac Weiss-Meyer Qualified Minor's Trust	08/20/2015
**Signature of Reporting Person	Date
/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Peyton Meyer Qualified Minor's Trust	08/20/2015
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Shares obtained upon redemption of common membership interests in SSE Holdings, LLC (the "LLC Interests") for an equal number of shares of the Issuer's Class A Common Stock.
Held directly by the RHF - TM 1999 Descendants Trust, of which Jack Polsky (the "Reporting Person") is a trustee and Michael C. McQuinn is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 4 filed by Michael C. McQuinn and the RHF - TM 1999 Descendants Trust on August 20, 2015. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (2) Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of the Issuer's Class B Common Stock are cancelled for no consideration on a one-for-one basis upon redemption of the LLC Interests for shares of Class A Common Stock.
Held directly by the Jean Polsky Investment Trust dtd 3/21/97, of which the Reporting Person is a trustee. The shares and LLC Interests reported herein are also reported on a Form 4 filed by Jean Polsky Investment Trust dtd 3/21/97 and Jean Polsky on August 20, 2015. The Reporting Person disclaims beneficial ownership of the shares and LLC Interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (3) Held directly by the Amy Weiss-Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (4) Held directly by the Hallie Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares and LLC Interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (5) Held directly by the Isaac Weiss-Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares and LLC Interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (6) Held directly by the Gretchen Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares and LLC Interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (7) Held directly by the Charles Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares and LLC Interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (8) Held directly by the Peyton Meyer Qualified Minor's Trust, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares and LLC interests, as applicable, reported herein, except to the extent of his pecuniary interest therein.
- (9) Held directly by the VHP - Special Trust for Jack dtd 12/31/12, of which the Reporting Person is a trustee and Jonathan Graber is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 4 filed by the VHP - Special Trust for Jack dtd 12/31/12 and Jonathan Graber on August 20, 2015. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (10) Held directly by the RHF - NM 1999 Descendants Trust, of which the Reporting Person is a trustee and Michael C. McQuinn is a co-trustee. The shares and LLC Interests reported herein are also reported on a Form 4 filed by Michael C. McQuinn and the RHF - NM 1999 Descendants Trust on August 20, 2015. The Reporting Person disclaims beneficial ownership of such shares and LLC Interests, as applicable, except to the extent of his pecuniary interest therein.
- (11) The LLC Interests 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.