

Kruguer Lawrence  
Form 4  
February 15, 2018

**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 \*  
Kruguer Lawrence

(Last) (First) (Middle)

C/O WINGSTOP INC., 5501 LBJ  
FREEWAY, 5TH FLOOR

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Wingstop Inc. [WING]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)  | Code V Amount (D) Price   |  |                                   |

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

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SEC 1474  
(9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

## Edgar Filing: Kruguer Lawrence - Form 4

| (Instr. 3)                                       | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | (A) or<br>(D)<br>Disposed of<br>(Instr. 3, 4, and 5) | Code             | V | (A)    | (D)    | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|--|------------------------------------|------------------|------------|--|------------------|---|--------|--------|---------------------|--------------------|-----------------|-------------------------------------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 16.1                            | 02/14/2018       |            |  | D <sup>(1)</sup> |   |        | 26,316 | <sup>(2)</sup>      | 06/11/2025         | Common<br>Stock | 26,316                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 12.93                           | 02/14/2018       |            |  | A <sup>(1)</sup> |   | 26,316 |        | <sup>(2)</sup>      | 06/11/2025         | Common<br>Stock | 26,316                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Kruguer Lawrence<br>C/O WINGSTOP INC.<br>5501 LBJ FREEWAY, 5TH FLOOR<br>DALLAS, TX 75240 |               |           | See Remarks |       |

## Signatures

/s/ Darryl R. Marsch, as  
attorney-in-fact

02/15/2018

           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) Pursuant to the terms of the Wingstop Inc. 2015 Omnibus Incentive Compensation Plan (the "2015 Plan"), the Compensation Committee reduced the exercise price of all outstanding options under the 2015 Plan by \$3.17, the amount of the special cash dividend paid by Wingstop Inc. on February 14, 2018. As a result, the option exercise price of \$16.10 was reduced to an exercise price of \$12.93. The other terms of the options remain unchanged.
- (2) The options vest in four installments annually beginning June 11, 2017. 40% of the shares vested on June 11, 2017, 20% of the shares will vest on June 11, 2018, 20% of the shares will vest on June 11, 2019 and 20% of the shares will vest on June 11, 2020.

### Remarks:

Executive Vice President and Chief Operating Officer

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.