

Comonte Tara
Form 4
June 14, 2018

FORM 4

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

OMB APPROVAL

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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 *
Comonte Tara

(Last) (First) (Middle)

C/O SHAKE SHACK INC., 225
VARICK STREET, SUITE 301

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

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

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

06/12/2018

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)

CHIEF FINANCIAL OFFICER

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
CLASS A COMMON STOCK	06/12/2018		F		420 ⁽¹⁾ D \$ 64.1	52,866	D
CLASS A COMMON STOCK	06/12/2018		F		2,947 ⁽²⁾ D \$ 64.1	49,919	D
CLASS A COMMON STOCK	06/13/2018		S		896 D \$ 64.1781 ^{(3) (4)}	49,023	D
CLASS A COMMON	06/13/2018		S		1,000 D \$ 64.2235	48,023	D

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STOCK					(4) (5)			
CLASS A					\$			
COMMON	06/13/2018		S	1,000	D	64.4175	47,023	D
STOCK					(4) (6)			
CLASS A					\$			
COMMON	06/13/2018		S	1,000	D	64.472	46,023	D
STOCK					(4) (7)			
CLASS A					\$			
COMMON	06/13/2018		S	1,000	D	64.5711	45,023	D
STOCK					(4) (8)			

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

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(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 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Comonte Tara C/O SHAKE SHACK INC. 225 VARICK STREET, SUITE 301 NEW YORK, NY 10014			CHIEF FINANCIAL OFFICER	

Signatures

/s/ Ronald Palmese, Jr., Esq., Attorney-in-Fact for Tara
Comonte

06/14/2018

__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).
Represents shares of Class A Common Stock ("Class A Stock") of Shake Shack Inc. (the "Issuer") withheld for taxes upon the vesting of
(1) restricted stock units that were previously acquired by the Issuer's achievement of certain performance criteria for fiscal year 2017, as determined by the Issuer's Compensation Committee on March 22, 2018.
(2) Represents shares of Class A Stock of the Issuer withheld for taxes upon the vesting of restricted stock units that were previously acquired by the Reporting Person.
(3) The transaction was executed in multiple trades at prices ranging from \$64.1400 to \$64.2100. The price reported above reflects the weighted average sales price.
(4) The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
(5) The transaction was executed in multiple trades at prices ranging from \$64.1700 to \$64.2500. The price reported above reflects the weighted average sales price.
(6) The transaction was executed in multiple trades at prices ranging from \$64.4000 to \$64.4650. The price reported above reflects the weighted average sales price.
(7) The transaction was executed in multiple trades at prices ranging from \$64.4600 to \$64.4800. The price reported above reflects the weighted average sales price.
(8) The transaction was executed in multiple trades at prices ranging from \$64.5600 to \$64.6000. The price reported above reflects the weighted average sales price.

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.