

Shake Shack Inc.
Form SC 13D/A
February 03, 2017
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Shake Shack Inc.
(Name of Issuer)
Common Stock, \$0.001 par value per share
(Title of Class of Securities)
819047 101
(CUSIP Number)
UNION SQUARE HOSPITALITY GROUP, LLC
24 Union Square East
6th Floor
New York, NY 10003
(646) 747-6024
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)
December 1, 2016
(Date of Event which Requires Filing of this Statement)

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), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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).

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Schedule 13D/A

1 Names of Reporting Persons.
UNION SQUARE
HOSPITALITY GROUP,
LLC

2 Check the Appropriate Box
if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds

5 Check if Disclosure of Legal
Proceedings Is Required
Pursuant to Items 2(d) or
2(e)

6 Citizenship or Place of
Organization
New York

Number of 7 Sole Voting Power
Shares 0

Beneficially 8 Shared Voting Power
Owned by 0

Each 9 Sole Dispositive Power
Reporting 0

Person 10 Shared Dispositive Power
With: 0

11 Aggregate Amount
Beneficially Owned by Each
Reporting Person
0

12 Check if the Aggregate
Amount in Row (11)
Excludes Certain Securities

13 Percent of Class Represented
by Amount in Row (11)
0.0% beneficial ownership
of the voting stock based on
36,404,976 shares of
Common Stock outstanding
as of January 25, 2017.

14 Type of Reporting Person
OO (limited liability
company)

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

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Preliminary Note

This Amendment No. 2, dated February 3, 2017 (this "Amendment No. 2"), supplements and amends the Schedule 13D filed on February 17, 2015 (as amended and supplemented to date, the "Schedule 13D") relating to shares of Class A common stock, \$0.001 par value per share (the "A-Common"), of Shake Shack Inc. (the "Issuer"). Capitalized terms used in this Amendment No. 2 and not otherwise defined herein shall have the same meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is amended and restated in its entirety as follows:

(a) – (b)

As of the date hereof, the Reporting Person beneficially owns the number and percentage of shares of Common Stock issued and outstanding listed opposite its name, assuming the full redemption of LLC Interests in exchange for A-Common and a corresponding reduction in the number of B-Common.

| Reporting Person | Amount beneficially owned | Percent of class ⁽¹⁾ | Sole power to vote or to direct the vote | Shared power to vote or to direct the vote | Sole power to dispose or to direct the disposition of | Shared power to dispose or to direct the disposition of |
|-------------------------------------|---------------------------|---------------------------------|--|--|---|---|
| UNION SQUARE HOSPITALITY GROUP, LLC | 0 | 0.0% | 0 | 0 | 0 | 0 |

(1) Based on 36,404,976 shares of A-Common issued and outstanding on an as-converted basis as of January 25, 2017.

(c)

The following table sets forth all transactions with respect to shares of A-Common effectuated since the most recent filing on Schedule 13D by the Reporting Person. Each sale comprised open market transactions, and the price per share reported for each sale is the weighted average sales price. 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 of A-Common and prices at which the trades were effected.

| Reporting Person | Date of Transaction | Number of Shares Disposed | Price per Share |
|-------------------------------------|---------------------|---------------------------|-----------------|
| UNION SQUARE HOSPITALITY GROUP, LLC | 12/1/2016 | 89,338 | \$36.5600 |
| UNION SQUARE HOSPITALITY GROUP, LLC | 12/1/2016 | 5,900 | \$37.1880 |
| Total | | 95,238 | |

(d) None.

(e) December 1, 2016.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 3,
2017

By: /s/ Ronald Palmese, Jr.

Ronald Palmese, Jr., Esq., Attorney-in-Fact for UNION SQUARE HOSPITALITY
GROUP, LLC