

Edgar Filing: Shake Shack Inc. - Form SC 13D/A

Shake Shack Inc.
Form SC 13D/A
January 20, 2016
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 CAFE CORP.
24 Union Square East
6th Floor
New York, NY 10003
(646) 747-7201
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)
December 24, 2015
(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).

Edgar Filing: Shake Shack Inc. - Form SC 13D/A

CUSIP No. 819047 101

Schedule 13D/A

- 1 Names of Reporting Persons.
UNION SQUARE CAFE CORP.
Check the Appropriate Box if a Member of a Group
- 2 (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
- | | | |
|-----------------------|----|--------------------------|
| | 7 | Sole Voting Power |
| | | 0 |
| Number of Shares | 8 | Shared Voting Power |
| Beneficially Owned by | | 0 |
| Each Reporting | 9 | Sole Dispositive Power |
| Person With: | | 0 |
| | 10 | Shared Dispositive Power |
| | | 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 36,250,000 shares of Common Stock outstanding as of January 13, 2016
- 14 Type of Reporting Person
CO
-

CUSIP No. 819047 101

Schedule 13D/A

Preliminary Note

This Amendment No. 2, dated January 20, 2016 (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 4. Purpose of Transaction

Pursuant to a Stockholders Agreement, dated as of February 4, 2015, as amended, by and among the Issuer, the Reporting Person, Daniel Meyer, Gramercy Tavern Corp. ("GT"), Union Square Hospitality Group, LLC and Daniel H. Meyer 2012 Gift Trust (collectively, the "Meyer Stockholders") and other signatories party thereto, the Meyer Stockholders have the right to cause all of the shares of the Reporting Person and GT to be converted into and exchanged for shares of the Issuer's A-Common pursuant to a reorganization under Section 368(a) of the Internal Revenue Code (the "Code"). The Meyer Stockholders made such an election with respect to the Reporting Person. To effect the reorganization under 368(a) of the Code, a wholly-owned subsidiary of the Issuer merged with and into the Reporting Person, which then merged with and into the Issuer, resulting in (i) cancellation of the shares of Class B common stock, \$0.001 par value per share (the "B-Common"), of the Issuer held by the Reporting Person, (ii) transfer of the common membership interests in SSE Holdings, LLC (the "LLC Interests") held by the Reporting Person to the Issuer, and (iii) the conversion and exchange of common stock of the Reporting Person held by the shareholders of the Reporting Person for shares of A-Common.

Item 5. Interest in Securities of the Issuer

Item 5(e) of the Schedule 13D is amended and restated in its entirety by inserting the following information:

(e)December 28, 2015

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented by the following:

On December 24, 2015 (the "First Effective Time"), SSI USC Merger Sub, a wholly-owned subsidiary of the Issuer (the "Merger Sub"), and the Reporting Person entered into an Agreement and Plan of Merger (the "Agreement and Plan of Merger #1"). Pursuant to the Agreement and Plan of Merger #1, Merger Sub merged with and into the Reporting Person, as a result of which the ownership interest of the shareholders of the Reporting Person outstanding prior to the Effective Time (the "shares") were converted into and exchanged for an amount of shares of A-Common, based upon the amount of shares held by the shareholders of the Reporting Person, at the exchange rate of one to one. A Certificate of Merger was filed with the New York State Department of State Division of Corporations on the First Effective Time.

On December 28, 2015 (the "Second Effective Time"), the Reporting Person and the Issuer entered into an Agreement and Plan of Merger (the "Agreement and Plan of Merger #2"). Pursuant to the Agreement and Plan of Merger #2, the Reporting Person merged with and into the Issuer, as a result of which (i) each share of B-Common held by the Reporting Person immediately prior to the Second Effective Time was cancelled and (ii) the LLC Interests held by the Reporting Person immediately prior to the Second Effective Time were transferred to the Issuer. A Certificate of Ownership was filed with the State of Delaware Secretary of State Division of Corporations on the Second Effective Time.

CUSIP No. 819047 101

Schedule 13D/A

Item 7. Materials to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

Exhibit No.	Description
7.8	Agreement and Plan of Merger , dated as of December 24, 2015, by and between SSI USC Merger Sub and Union Square Cafe Corp.
7.9	Certificate of Merger of SSI USC Merger Sub LLC Into Union Square Cafe Corp., filed December 24, 2015
7.10	Agreement and Plan of Merger, dated as of December 28, 2015, by and between Union Square Cafe Corp. and Shake Shack Inc.
7.11	Certificate of Ownership Merging Union Square Cafe Corp. into Shake Shack Inc., filed December 28, 2015

CUSIP No. 819047 101

Schedule 13D/A

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: January 20, 2016

By: /s/ Ronald Palmese, Jr.
Ronald Palmese, Jr., Esq., Attorney-in-Fact for
UNION SQUARE CAFE CORP.