Wingstop Inc. Form 4 July 19, 2016

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Skipworth Michael

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

(Check all applicable)

5. Relationship of Reporting Person(s) to

(First) (Last)

(Middle)

Wingstop Inc. [WING] 3. Date of Earliest Transaction

(Month/Day/Year) 07/15/2016

Director X_ Officer (give title

10% Owner Other (specify below)

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

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Corporate Controller

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DALLAS, TX 75240

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour Underlying Securit (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (Right to Buy)	\$ 7.06	07/15/2016		D <u>(1)</u>		13,625	(2)	12/12/2024	Common Stock	13,0
Employee Stock Option (Right to Buy)	\$ 6.29	07/15/2016		A(1)	13,625		<u>(2)</u>	12/12/2024	Common Stock	13,
Employee Stock Option (Right to Buy)	\$ 7.06	07/15/2016		D <u>(1)</u>		1,925	(3)	12/12/2024	Common Stock	1,9
Employee Stock Option (Right to Buy)	\$ 6.29	07/15/2016		A <u>(1)</u>	1,925		(3)	12/12/2024	Common Stock	1,9

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Skipworth Michael
C/O WINGSTOP INC.

5501 LBJ FREEWAY, 5TH FLOOR Corporate Controller

DALLAS, TX 75240

Signatures

/s/ Michael F. Mravle, as attorney-in-fact 07/18/2016

**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 Compensation Committee reduced the exercise price of options reported on this Form 4 by \$0.77 in connection with the special cash dividend of \$2.90 paid on July

Reporting Owners 2

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15, 2016. The other terms of the options remain unchanged.

- 1,925 of the options have vested, and the remaining options will vest in four equal installments annually beginning December 12, 2016.
- (3) These options are fully vested and exercisable.

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.