Morrison Charles R Form 4 February 02, 2018

FORM 4

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

OMB 3235-0287 Number:

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

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

January 31, Expires: 2005 Estimated average burden hours per

OMB APPROVAL

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

response... 0.5

1(b).

(Print or Type Responses)

Name and Address of Reporting Person * Morrison Charles R			2. Issuer Name and Ticker or Trading Symbol Wingstop Inc. [WING]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	X Director 10% Owner		
C/O WINGSTOP INC., 5501 LBJ FREEWAY, 5TH FLOOR			01/31/2018	_X_ Officer (give title Other (specify		
			01/31/2010	below) below) Chairman, President and CEO		
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group F			
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
DALLAS, TX 75240				Form filed by More than One Reporting		
				Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acqı	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (E) Code (Instr. 3, 4 and 5) (Instr. 8)		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	01/31/2018		M	5,854	A	(1)	111,628	D	
Common Stock, par value \$0.01 per share	02/01/2018		S	1,476 (2)	D	\$ 48.13	110,152 (3)	D	

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)

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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. Transacti Code (Instr. 8)	5. Number one Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/31/2018		M	5,854	<u>(4)</u>	01/31/2027	Common Stock	5,854

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips					
,	Director	10% Owner	Officer	Other		
Morrison Charles R						

C/O WINGSTOP INC. 5501 LBJ FREEWAY, 5TH FLOOR DALLAS, TX 75240

X

Chairman, President and CEO

Signatures

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

02/02/2018

**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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Represents shares sold in the open market, the proceeds of which were used to pay the tax withholding obligations incurred upon the vesting of restricted stock units.
- (3) The 2/1/2018 transaction represents approximately 0.5% of the reporting person's total holdings of common stock (including options and service-based restricted stock units) on a pre-transaction basis (323,165).
- On January 31, 2017, the reporting person was granted 17,563 restricted stock units pursuant to the Issuer's 2015 Omnibus Incentive

 (4) Compensation Plan. One-third of the restricted stock units vested on January 31, 2018, and the remaining restricted stock units will vest in two equal installments on each of the second and third anniversary of the grant date.

Reporting Owners 2

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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.