

Peterson Stacy
Form 4
August 09, 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 *
Peterson Stacy

(Last) (First) (Middle)

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

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Wingstop Inc. [WING]

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2018

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)

See Remarks

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		
Common Stock, par value \$0.01 per share	08/07/2018		M		8,175 A \$ 2.44	31,423	D
Common Stock, par value \$0.01 per share	08/07/2018		M		4,000 A \$ 2.44	35,423	D
Common Stock, par	08/07/2018		S		5,259 D \$ 58.8673	30,164 ⁽³⁾	D
					⁽¹⁾		

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value (2)
 \$0.01 per
 share

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.44	08/07/2018		M	8,175	<u>(4)</u> 09/20/2023	Common Stock	8,175
Employee Stock Option (right to buy)	\$ 2.44	08/07/2018		M	4,000	<u>(5)</u> 09/20/2023	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Peterson Stacy C/O WINGSTOP INC. 5501 LBJ FREEWAY, 5TH FLOOR DALLAS, TX 75240				See Remarks

Signatures

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

08/09/2018

__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) Represents shares sold in the open market, the majority of the proceeds of which were used to pay the exercise price and tax withholding obligations incurred upon the option exercises reported concurrently herewith.

The shares were sold in multiple transactions at prices ranging from \$58.83 to \$58.90. The price reported above reflects the weighted-average price. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the Issuer, or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.
- (2) This transaction represents approximately 9.1% of the reporting person's total holdings of common stock (including service-based options, vested performance-based options, and service-based restricted stock units) on a pre-transaction basis, which represents 57,693 shares.
- (3) On September 20, 2013, the reporting person was granted an option to purchase 40,875 shares of common stock. The option vests in five equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2014, 2015, 2016, 2017, and 2018.
- (4) On September 20, 2013, the reporting person was granted an option to purchase 40,875 shares of common stock. The option vests in five equal annual installments beginning on the first anniversary of the date of grant.
- (5)

Remarks:

Executive Vice President and Chief Experience Officer

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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