

Skipworth Michael
 Form 4
 May 10, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Skipworth Michael

(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)
 05/08/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	05/08/2018		M	2,725	A \$ 6.29	3,342	D
Common Stock, par value \$0.01 per share	05/08/2018		M	2,725	A \$ 6.29	6,067	D
Common Stock, par value \$0.01 per share	05/08/2018		S	1,860 (1)	D \$ 54.52 (2)	4,207	D

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Common
 Stock, par
 value \$0.01 05/10/2018 S 2,500 D \$ 53.18 1,707 ⁽³⁾ D
 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)	\$ 6.29 ⁽⁴⁾	05/08/2018		M	2,725	⁽⁵⁾ 12/12/2024	Common Stock	2,725
Employee Stock Option (right to buy)	\$ 6.29 ⁽⁴⁾	05/08/2018		M	2,725	⁽⁶⁾ 12/12/2024	Common Stock	2,725

Reporting Owners

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

Signatures

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

05/10/2018

__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, a portion of the proceeds of which were used to pay the tax withholding obligations incurred upon the option exercises.
The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$54.42 to \$54.56. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of Wingstop Inc. (the "Issuer"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) to this Form 4.
- (2) The May 8, 2018 and May 10, 2018 sales represent approximately 18.6% 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 23,408 shares.
- (3) The exercise price was reduced to \$6.29 to reflect the impact of a dividend paid to the Issuer's stockholders in each of March 2015 and June 2016.
On December 12, 2014 the reporting person was granted an option to purchase 13,625 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 2015, 2016, 2017, 2018 and 2019.
- (4) On December 12, 2014 the reporting person was granted an option to purchase 13,625 shares of common stock. The option vests in five equal annual installments beginning on the first anniversary of the date of grant.
- (5)
- (6)

Remarks:

Executive Vice President and Chief Financial 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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