

HISLOP MICHAEL J
Form 4
September 11, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HISLOP MICHAEL J

(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)
09/07/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) Code V Amount (D) Price			
Common Stock, par value \$0.01 per share	09/07/2018		S ⁽¹⁾	1,800 D \$ 68.8742 ⁽²⁾	8,218 ⁽³⁾	D	
Common Stock, par value \$0.01 per share	09/07/2018		S ⁽¹⁾	4,100 D \$ 69.219 ⁽⁴⁾	4,118 ⁽³⁾	D	
Common Stock, par					15,105	I	By The Hislop

value
\$0.01 per
share

Revocable
Trust u/a/d
12/19/1997

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HISLOP MICHAEL J C/O WINGSTOP INC. 5501 LBJ FREEWAY, 5TH FLOOR DALLAS, TX 75240		X		

Signatures

/s/ Darryl R. Marsch, as attorney-in-fact
Date: 09/11/2018

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).
- This transaction was effected pursuant to a trading plan adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the "10b5-1 Plan"). Accordingly, the reporting person had no discretion with regard to the timing of the transaction. The 10b5-1 Plan was adopted to facilitate diversification within the reporting person's overall portfolio.

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- The shares were sold in multiple transactions at prices ranging from \$68.73 to \$68.96. 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 "Staff"), 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)
- (3) Includes unvested shares of restricted stock that would be forfeited upon the reporting person's termination of service on the Issuer's Board of Directors.

- The shares were sold in multiple transactions at prices ranging from \$69.00 to \$69.75. The price reported above reflects the weighted-average price. The reporting person undertakes to provide to the Staff, 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.
- (4)

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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