

Jobe Madison
Form 4
March 08, 2019

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 *
Jobe Madison

(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)
03/06/2019

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 | 03/06/2019 | | A | | 1,926 (1) A \$ 0 (2) 5,548 | D | |
| Common Stock, par value \$0.01 per share | 03/06/2019 | | A | | 1,136 (3) A \$ 0 (2) 6,684 | D | |
| Common Stock, par | 03/07/2019 | | S | | 747 (4) D \$ 5,937 65.6048 | D | |

value (5)
 \$0.01 per
 share

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

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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. 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 or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | | | | |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 03/06/2019 | | A | 2,582 | <u>(6)</u> | <u>(6)</u> | Common Stock, par value \$0.01 per share | 2,582 |

Reporting Owners

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

Signatures

/s/ Ryan Clyde, as attorney-in-fact 03/08/2019

__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) On March 13, 2017, the reporting person was granted 5,778 performance-based restricted stock units ("RSUs") pursuant to the Issuer's 2015 Omnibus Incentive Compensation Plan (the "Plan"). The performance-based RSUs vest in three equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2017, 2018 and 2019. The performance criteria for 2018 were met, resulting in the vesting of 1,926 performance-based RSUs.

(2) RSUs convert into common stock on a one-for-one basis.

(3) On February 20, 2018, the reporting person was granted 3,407 performance-based RSUs pursuant to the Plan. The performance-based RSUs vest in three equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2018, 2019 and 2020. The performance criteria for 2018 were met, resulting in the vesting of 1,136 performance-based RSUs.

(4) Represents shares sold in the open market, the proceeds of which were used to pay the tax withholding obligations incurred upon the vesting of RSUs.

(5) The shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.96. 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 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.

(6) The RSUs were granted on March 6, 2019 pursuant to the Plan and will vest in three equal annual installments beginning on the first anniversary of the grant date.

Remarks:

Senior Vice President and Chief Development 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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