

Morrison Charles R
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 *
Morrison Charles R

(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)

05/09/2018

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)

Chairman, President and CEO

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 per share | 05/09/2018 | | M | | 20,000 A \$ 1.52 | 133,152 | D |
| Common Stock, par value \$0.01 per share | 05/09/2018 | | S ⁽¹⁾ | | 4,100 (2) D \$ 53.15 (3) | 129,052 | D |
| Common Stock, par value \$0.01 per share | 05/09/2018 | | S ⁽¹⁾ | | 1,900 (2) D \$ 53.64 (4) | 127,152 (5) | D |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 1.52 ⁽⁶⁾ | 05/09/2018 | | M | 20,000 | ⁽⁷⁾ 08/30/2022 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | 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 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).
- This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person. Accordingly, the reporting person had no
- (1) discretion with regard to the timing of the transaction. The plan was adopted to facilitate diversification within the reporting person's overall portfolio.
 - (2) Represents shares sold in the open market, the majority of the proceeds of which were used to pay the tax withholding obligations incurred upon the option exercise.

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(3) The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$52.92 to \$53.33. 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 (3) to this Form 4.

(4) The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$53.36 to \$54.34. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.

(5) The May 9, 2018 sales represent approximately 1.9% 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 316,042 shares.

(6) The exercise price of the reporting person's stock option was originally \$3.80 per share. The exercise price was initially reduced to \$3.03 to reflect the impact of a dividend paid to the Issuer's stockholders in December 2012 and further reduced to \$1.52 to reflect the impact of a second dividend paid to the Issuer's stockholders in December 2013.

(7) On August 30, 2012, the reporting person was granted an option to purchase 204,375 shares of common stock. The option vested in four equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2013, 2014, 2015 and 2016.

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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