

Kruguer Lawrence
Form 4
January 09, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kruguer Lawrence

(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)

01/07/2019

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 ____ Other (specify
below) 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)
Common Stock, par value \$0.01 per share	01/07/2019		M	2,600 A	\$ 12.93 5,531	D	
Common Stock, par value \$0.01 per share	01/07/2019		S ⁽¹⁾	2,600 D	\$ 62.41 2,931 ⁽²⁾	D	

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

**Persons who respond to the collection of
information contained in this form are not**

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(9-02)

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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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.93 (3)	01/07/2019		M	2,600	(4) 06/11/2025	Common Stock, par value \$0.01 per share	2,600

Reporting Owners

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

Signatures

/s/ Darryl R. Marsch, as attorney-in-fact 01/09/2019

__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).

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.

This transaction represents approximately 0.9% 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 43,764 shares.

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The exercise price of this stock option was previously \$16.10 per share. In connection with a special cash dividend paid by the Issuer on February 14, 2018 and pursuant to the terms of the Issuer's 2015 Omnibus Incentive Compensation Plan (the "Plan"), the Compensation

(3) Committee of the Board of Directors of the Issuer reduced the exercise price of all eligible outstanding options under the Plan by \$3.17, the amount of the special cash dividend. As a result, the option exercise price of \$16.10 was reduced to an exercise price of \$12.93. The other terms of the options remained unchanged.

On June 11, 2015, the reporting person was granted an option to purchase 26,316 shares of common stock. The option vests in four

- (4) installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2016, 2017, 2018, and 2019, with 40% vesting based on fiscal year 2016 performance and 20% vesting based on performance in each of the other fiscal years.

Remarks:

Executive Vice President and Chief Operating 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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