

MARSCH DARRYL R.

Form 4

March 08, 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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARSCH DARRYL 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)

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 ____ 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	03/06/2019		A	1,901 (1)	A \$ 0 (2) 7,025	D	
Common Stock, par value \$0.01 per share	03/06/2019		A	1,249 (3)	A \$ 0 (2) 8,274	D	
Common Stock, par	03/07/2019		S	769 (4)	D \$ 65.6048 7,505	D	

value
\$0.01 per
share

(5)

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. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾	03/06/2019		A	2,506	⁽⁶⁾ ⁽⁶⁾	Common Stock, par value \$0.01 per share	2,506
Employee Stock Option (right to buy)	\$ 20.48 ⁽⁷⁾	03/06/2019		A	1,405	⁽⁸⁾ 08/03/2026	Common Stock, par value \$0.01 per share	1,405

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSCH DARRYL R. 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 February 28, 2017, the reporting person was granted 5,703 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 1,901 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 3,748 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 1,249 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.

(7) The exercise price has been reduced to \$20.48 to reflect the impact of dividends paid to the Issuer's stockholders.

(8) On August 3, 2016, the reporting person was granted an option to purchase 5,618 shares of common stock. The option vests in four equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2017, 2018, 2019 and 2020. The performance criteria for 2018 were met, resulting in vesting of 1,405 shares.

Remarks:

Senior Vice President, General Counsel and Secretary

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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