

HISLOP MICHAEL J  
Form 4  
June 11, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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)  
06/08/2018

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | Code V  | Amount (A) or (D) Price   |  |                                   |
| Common Stock, par value \$0.01 per share | 06/08/2018                           |  | S <sup>(1)</sup>               | 4,500 D   | \$ 53.16 <sup>(2)</sup> 26,523 <sup>(3)</sup>   | D  |                                   |
| Common Stock, par value \$0.01 per share | 06/08/2018                           |  | S <sup>(1)</sup>               | 1,400 D   | \$ 53.89 <sup>(4)</sup> 25,123 <sup>(3)</sup>   | 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 required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

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

## Signatures

/s/ Darryl R. Marsch, as attorney-in-fact  
Date: 06/11/2018

\*\*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).
- (1) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person. Accordingly, the reporting person had no discretion with regard to the timing of the transaction. The plan was adopted to facilitate diversification within the reporting person's overall portfolio.
- (2) The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$52.66 to \$53.64. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission (the "SEC") 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 (2) to this Form 4.
- (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.
- (4) The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$53.67 to \$54.12. The reporting person undertakes to provide to the staff of the SEC or any security holder of the Issuer, upon request, full

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information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 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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