

Jobe Madison  
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 \*  
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 \_\_\_\_ 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	1,926 (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	

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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. Pr Deriv Secu (Instr
				Code	V	(A)	(D)	
Restricted Stock Units	\$ 0 (2)	03/06/2019		A	2,582	(6)	(6)	Common Stock, par value \$0.01 per share
								Amount or Number of Shares
								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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