

Gordon David M
 Form 4
 February 15, 2019

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 *
 Gordon David M

2. Issuer Name and Ticker or Trading Symbol
 CHEESECAKE FACTORY INC
 [CAKE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/13/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President

C/O THE CHEESECAKE
 FACTORY INC., 26901 MALIBU
 HILLS DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

CALABASAS HILLS, CA 91301

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/13/2019 | | A | (A) or (D) Code V Amount Price A 5,300 (1) \$ 0 | 9,980 (2) | D | |
| Common Stock | | | | | 16,114 | D | |

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

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SEC 1474 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 46.03 | 02/13/2019 | | A | 23,400 | <u>(3)</u> 02/13/2027 | Common Stock 23,400 |
| Restricted Stock Units <u>(4)</u> | \$ 0 | 02/13/2019 | | A | 4,313 | <u>(5)</u> <u>(6)</u> | Common Stock 4,313 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Gordon David M C/O THE CHEESECAKE FACTORY INC. 26901 MALIBU HILLS DRIVE CALABASAS HILLS, CA 91301 | | | President | |

Signatures

David M. Gordon by Scarlett May, his attorney in fact
 **Signature of Reporting Person
 02/14/2019
 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) Restricted stock award which vests as to 60% of the award on 2/13/2022, and 20% of shares on each of 2/13/2023 and 2/13/2024.
- (2) Shares of restricted stock subject to forfeiture.
- (3) Vests as to 20% of the options on each of 2/13/2020, 2021, 2022, 2023 and 2024.
- (4) Each restricted stock unit represents a contingent right to receive one share of CAKE common stock.
- (5) On February 13, 2019, the Compensation Committee certificated to the attainment of the EPS goals and determined that 75% of the RSUs were eligible to vest based on continued service-vesting conditions, subject to continued service.
- (6) Restricted Stock Unit award expires upon reporting person's termination of services.

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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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