Morrison Charles R Form 4 June 13, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

per share

(Print or Type	Responses)									
Morrison Charles R Symbol			Symbol	2. Issuer Name <b>and</b> Ticker or Trading vmbol Vingstop Inc. [WING]				5. Relationship of Reporting Person(s) to Issuer		
	(First) (STOP INC., 550 Y, 5TH FLOOR	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/11/2018					(Check all applicable)  _X_ Director		
DALLAS, T	(Street) ΓΧ 75240		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tab	le I - Non-D	erivative S	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Oay/Year) (Instr. 8)			of (D)	Securities Ownership Indire Beneficially Form: Direct Benef Owned (D) or Owne		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Stock, par value \$0.01 per share	06/11/2018			M	20,000	A	\$ 1.52	137,152	D	
Common Stock, par value \$0.01 per share	06/11/2018			S <u>(1)</u>	10,700 (2)	D	\$ 53 (3)	126,452	D	
Common Stock, par value \$0.01	06/11/2018			S <u>(1)</u>	300 (2)	D	\$ 53.69	126,152 (5)	D	

(4)

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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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	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)	\$ 1.52 <u>(6)</u>	06/11/2018		M	20,00	) <u>(7)</u>	08/30/2022	Common Stock	20,000	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Morrison Charles R C/O WINGSTOP INC. 5501 LBJ FREEWAY, 5TH FLOOR

X

Chairman, President and CEO

Dala4: a ... ab:...

**Signatures** 

DALLAS, TX 75240

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

06/13/2018

\*\*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).
- 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.
- Represents shares sold pursuant to the 10b5-1 Plan, the majority of the proceeds of which were used to pay the tax withholding obligations incurred upon the option exercise reported concurrently herewith.

Reporting Owners 2

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- The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$52.51 to \$53.48. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission (the "SEC"), Wintstop, Inc. (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 ranges set forth in this footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted-average price. The shares were sold in multiple transactions at prices ranging from \$53.66 (4) to \$53.71. The reporting person undertakes to provide to the staff of the SEC, 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 ranges set forth in this footnote (4) to this Form 4.
- The transactions reported in rows 2 and 3 of Table I together represent approximately 3.7% 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 300,042 shares.
- The exercise price of the reporting person's stock option was originally \$3.80 per share. The exercise price was initially reduced to \$3.03 to reflect the impact of a dividend paid to the Issuer's stockholders in December 2012 and further reduced to \$1.52 to reflect the impact of a second dividend paid to the Issuer's stockholders in December 2013.
- On August 30, 2012, the reporting person was granted an option to purchase 204,375 shares of common stock. The option vested in four (7) equal annual installments based on the Issuer's satisfaction of certain performance criteria for each of the fiscal years 2013, 2014, 2015 and 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.