

MARSCH DARRYL R.

Form 4

February 22, 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 \*  
**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)

**02/20/2019**

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)

See Remarks

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)
Common Stock, par value \$0.01 per share	02/20/2019		M	1,249 A	\$ 0 <sup>(1)</sup> 4,045	D	
Common Stock, par value \$0.01 per share	02/20/2019		F	371 <sup>(2)</sup> D	\$ 66.95 3,674	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**

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 (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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Restricted Stock Units	(1)	02/20/2019		M	1,249	(3) (3)	Common Stock, par value \$0.01 per share	1,249 \$

## 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 02/22/2019  
 \*\*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) Restricted stock units ("RSUs") convert into common stock on a one-for-one basis.
- (2) Represents the number of shares withheld for the payment of tax liabilities in connection with the vesting of 1,249 service-based RSUs.
- (3) The RSUs were granted on February 20, 2018 pursuant to the Wingstop Inc. 2015 Omnibus Incentive Compensation Plan. The RSUs vest in three equal annual installments beginning on the first anniversary of the grant date.

**Remarks:**

Senior Vice President, General Counsel and Secretary

Exhibit List: Exhibit 24 - Power of Attorney

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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