

Wingstop Inc.  
Form 8-K  
August 12, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 8, 2016**

**WINGSTOP INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-37425**  
**(Commission**  
**File Number)**

**47-3494862**  
**(IRS Employer**  
**Identification No.)**

**5501 LBJ Freeway, 5th Floor,**

**Dallas, Texas**  
**(Address of principal executive offices)**

**(972) 686-6500**

**75240**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On August 8, 2016, Wingstop Inc. (the Company ) entered into an agreement (the Underwriting Agreement ) with RC II WS LLC (the Selling Shareholder ) and Barclays Capital Inc. (the Underwriter ), whereby the Selling Shareholder agreed to sell and the Underwriter agreed to purchase from the Selling Shareholder, subject to and upon the terms and conditions set forth in the Underwriting Agreement, 6,000,000 shares of the Company s common stock, \$0.01 par value per share, at a public offering price of \$29.25 per share, less discounts and commissions of \$0.75 per share.

The Underwriting Agreement contains customary representations, warranties and agreements of the Company and the Selling Shareholder and customary indemnification rights and obligations of the parties.

The Company will not receive any proceeds from the Secondary Offering. The Secondary Offering was made pursuant to the Company s effective registration statement on Form S-3, as amended (Registration No. 333-212393). A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

1.1 Underwriting Agreement

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Wingstop Inc.**

Date: August 12, 2016

By: /s/ Darryl Marsch  
*Senior Vice President, General Counsel and  
Secretary*

**EXHIBIT INDEX**

Exhibit

Number

Description

1.1 Underwriting Agreement, dated August 8, 2016, by and among Wingstop Inc., RC II WS LLC and Barclays Capital Inc.