

Habit Restaurants, Inc.
Form 3/A
November 21, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â KarpReilly GP, LLC		(Month/Day/Year)	Habit Restaurants, Inc. [HABT]	
(Last)	(First)	(Middle)	11/19/2014	
104 FIELD POINT ROAD		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
GREENWICH,Â CTÂ 06830		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			11/20/2014	
		6. Individual or Joint/Group Filing(Check Applicable Line)		
		<input type="checkbox"/> Form filed by One Reporting Person		
		<input checked="" type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	3,224,550	I	See Footnotes <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Common LLC units	Â (3)	Â (3)	Class A Common Stock	14,191,645	\$ (3)	I	See Footnote (3)
Class B Common Stock	Â (1)(2)	Â (1)(2)	Class B Common Stock	10,967,095	\$ (1) (2)	I	See Footnotes (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KarpReilly GP, LLC 104 FIELD POINT ROAD GREENWICH,Â CTÂ 06830	Â	Â X	Â	Â
KarpReilly Investments, LLC 104 FIELD POINT ROAD GREENWICH,Â CTÂ 06830	Â	Â X	Â	Â
KarpReilly HB Co-Invest, LLC 104 FIELD POINT ROAD GREENWICH,Â CTÂ 06830	Â	Â X	Â	Â
Habit Restaurant Co-Invest, LLC 104 FIELD POINT ROAD GREENWICH,Â CTÂ 06830	Â	Â X	Â	Â
Habit Restaurant Holdings 45, Inc. 104 FIELD POINT ROAD GREENWICH,Â CTÂ 06830	Â	Â X	Â	Â
Habit Restaurant Holdings 25, Inc. 104 FIELD POINT ROAD GREENWICH,Â CTÂ 06830	Â	Â X	Â	Â
Habit Restaurant Holdings 15, Inc. 104 FIELD POINT ROAD GREENWICH,Â CTÂ 06830	Â	Â X	Â	Â
Habit Restaurant Holdings 10, Inc. 104 FIELD POINT ROAD GREENWICH,Â CTÂ 06830	Â	Â X	Â	Â
Habit Restaurant Holdings 5, Inc. 104 FIELD POINT ROAD GREENWICH,Â CTÂ 06830	Â	Â X	Â	Â

Signatures

By: /s/ Christopher Reilly, authorized Signatory of KarpReilly GP, as Managing Member of KarpReilly HB and Habit Co-Invest, and as President of Holdings 45, Holdings 25, Holdings 15, Holdings 10, and Holdings 5.

11/19/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Mr. Christopher Reilly and Mr. Allan Karp are the founding partners of KarpReilly, LLC. Mr. Reilly and Mr. Karp may be deemed the beneficial owners of all the securities held by the entities affiliated with KarpReilly, LLC, as hereinafter described. Mr. Reilly, along with Mr. Allan Karp, as the sole managers of KarpReilly GP, LLC ("KarpReilly GP"), which is the managing member of KarpReilly HB Co-Invest, LLC ("KarpReilly HB") and Habit Restaurant Co-Invest, LLC ("Habit Co-Invest"), have sole voting and dispositive power over and may be deemed the beneficial owners of all of the securities of KarpReilly HB. KarpReilly GP also has voting and dispositive control over the securities of The Habit Restaurants, Inc. and The Habit Restaurants, LLC held by each of J.P. Morgan U.S. Direct Corporate Finance Institutional Investors III LLC and 522 Fifth Avenue Fund, L.P., and therefore Mr. Reilly and Mr. Karp may also be deemed the beneficial owner of such securities.

(2) (Continued From Footnote 1) Additionally, Mr. Reilly, along with Mr. Allan Karp, as the sole managers of KarpReilly Investments, LLC ("KarpReilly Investments"), have sole voting and dispositive power over and may be deemed the beneficial owners of all of the securities of KR Investments. Mr. Reilly, as the sole member of Habit Restaurant Holdings 45, Inc. ("Holdings 45"), Habit Restaurant Holdings 25, Inc. ("Holdings 25"), Habit Restaurant Holdings 15, Inc. ("Holdings 15"), Habit Restaurant Holdings 10, Inc. ("Holdings 10") and Habit Restaurant Holdings 5, Inc. ("Holdings 5"), has sole voting and dispositive power over and may also be deemed the beneficial owner of all of the securities of Holdings 45, Holdings 25, Holdings 15, Holdings 10 and Holdings 5, respectively. Mr. Reilly and Mr. Karp disclaim ownership of such shares except to the extent of their respective pecuniary interests therein.

(3) Pursuant to the terms of the Amended & Restated LLC Agreement of The Habit Restaurants, LLC, KarpReilly HB and KarpReilly Investments may exchange all or a portion of its vested common units (along with an equal number of its Class B Shares) at any time for shares of Class A common stock of the Issuer (or, at the Issuer's option, cash) on a one-for-one basis. The common units do not expire and the reporting person is not required to pay an exercise price in connection with exchanges. The Class B common stock provides the holder with one vote on all matters submitted to a vote of the issuer's stockholders but does not entitle the holder to any of the economic rights associated with shares of the issuer's Class A common stock.

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Remarks:

This Form 3/A amends the Form 3 filing made on behalf of KarpReilly GP, LLC on November

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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