

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KarpReilly GP, LLC</u> <hr/> (Last) (First) (Middle) 104 FIELD POINT ROAD <hr/> (Street) GREENWICH CT 06830 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/19/2014	3. Issuer Name and Ticker or Trading Symbol <u>Habit Restaurants, Inc. [ HABT ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 11/20/2014 6. Individual or Joint/Group Filing (Check Applicable Line) 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 <sup>(1)(2)</sup>

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common LLC units	(3)	(3)	Class A Common Stock	14,191,645	(3)	I	See Footnote <sup>(3)</sup>
Class B Common Stock	(1)(2)	(1)(2)	Class B Common Stock	10,967,095	(1)(2)	I	See Footnotes <sup>(1)(2)</sup>

1. Name and Address of Reporting Person* <u>KarpReilly GP, LLC</u> <hr/> (Last) (First) (Middle) 104 FIELD POINT ROAD <hr/> (Street) GREENWICH CT 06830 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>KarpReilly Investments, LLC</u> <hr/> (Last) (First) (Middle) 104 FIELD POINT ROAD <hr/> (Street) GREENWICH CT 06830 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[KarpReilly HB Co-Invest, LLC](#)

(Last) (First) (Middle)

104 FIELD POINT ROAD

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Habit Restaurant Co-Invest, LLC](#)

(Last) (First) (Middle)

104 FIELD POINT ROAD

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Habit Restaurant Holdings 45, Inc.](#)

(Last) (First) (Middle)

104 FIELD POINT ROAD

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Habit Restaurant Holdings 25, Inc.](#)

(Last) (First) (Middle)

104 FIELD POINT ROAD

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Habit Restaurant Holdings 15, Inc.](#)

(Last) (First) (Middle)

104 FIELD POINT ROAD

(Street)

GREENWICH CT 06830

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Habit Restaurant Holdings 10, Inc.</a>		
(Last)	(First)	(Middle)
104 FIELD POINT ROAD		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Habit Restaurant Holdings 5, Inc.</a>		
(Last)	(First)	(Middle)
104 FIELD POINT ROAD		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		

**Explanation of Responses:**

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.

**Remarks:**

This Form 3/A amends the Form 3 filing made on behalf of KarpReilly GP, LLC on November 20, 2014. The Form 3, as originally filed, did not include the additional Reporting Person, Habit Restaurant Holdings 45, Inc., included in this Form 3/A. This Form 3/A correctly includes Habit Restaurant Holdings 45, Inc. as a Reporting Person.

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

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.