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

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**FORM S-1  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**THE HABIT RESTAURANTS, INC.**

(Exact name of registrant as specified in its charter)

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

**5812**  
(Primary Standard Industrial  
Classification Code Number)

**36-4791171**  
(I.R.S. Employer  
Identification Number)

**17320 Red Hill Avenue, Suite 140  
Irvine, CA 92614  
(949) 851-8881**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Russell W. Bendel  
President and Chief Executive Officer  
17320 Red Hill Avenue, Suite 140  
Irvine, CA 92614  
(949) 851-8881**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Carl Marcellino, Esq.  
Ropes & Gray LLP  
1211 Avenue of the Americas  
New York, NY 10036  
Telephone: (212) 841-0623  
Facsimile: (646) 728-1523**

**Michael Flynn, Esq.  
Gibson, Dunn & Crutcher LLP  
3161 Michelson Drive  
Irvine, CA 92612  
Telephone: (949) 451-3800  
Facsimile: (949) 451-4220**

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**Approximate date of commencement of proposed sale to public:  
As soon as practicable after this Registration Statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-199394

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Proposed maximum offering price per share(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Class A Common Stock, par value \$0.01 per share	\$18.00	\$11,500,000	\$1,336.30

- (1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended, the additional value of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum offering price of the securities eligible to be sold under the related Registration Statement on Form S-1 (File No. 333-199394), as amended, is hereby registered.
- (2) The Registrant has previously paid \$10,022.25 for the registration of \$86,250,000 of proposed maximum aggregate offering price in the filing of the Registration Statement on October 16, 2014 (File No. 333-199394) and \$668.15 that was previously paid for the registration of an additional \$5,750,000 of proposed maximum aggregate offering price in the filing of Amendment No. 4 to the Registration Statement on November 12, 2014 (File No. 333-199394).

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**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

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**Explanatory note and incorporation by reference**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the Registration Statement on Form S-1 (File No. 333-199394) filed by The Habit Restaurants, Inc. with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on November 19, 2014, are incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

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## Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, State of New York, on November 19, 2014.

### THE HABIT RESTAURANTS, INC.

By: /s/ Russell Bendel

Russell Bendel

*Chief Executive Officer*

## POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the 19th day of November, 2014.

Signature	Title
<u>/s/ Russell Bendel</u> Russell Bendel	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Ira Fils</u> Ira Fils	Chief Financial Officer and Secretary; Director (Principal Accounting and Financial Officer)
<u>*</u> Christopher Reilly	Director
<u>*</u> Allan Karp	Director
<u>*</u> Ira Zecher	Director
<u>*</u> A. William Allen III	Director

\*By /s/ Ira Fils  
Ira Fils  
Attorney-in-fact

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**PART II**  
**INFORMATION REQUIRED IN PROSPECTUS**

**Item 16. Exhibits.**

All exhibits previously filed or incorporated by reference in the Company's Registration Statement on Form S-1, as amended (Registration No. 333-199394), are incorporated by reference into, and shall be deemed to be a part of this filing, except for the following, which are filed herewith:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of Moss Adams LLP
23.2	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

\* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File no. 333-199394), originally filed with the Securities and Exchange Commission on October 16, 2014 and incorporated by reference herein.



ROPES & GRAY LLP  
1211 Avenue of the Americas  
New York, New York 10036-8704  
WWW.ROPESGRAY.COM

November 19, 2014

The Habit Restaurants, Inc.  
17320 Red Hill Avenue, Suite 140  
Irvine, California 92614

Re: The Habit Restaurants, Inc.

Ladies and Gentlemen:

This opinion is being furnished to you in connection with the Registration Statement on Form S-1 (the "Registration Statement") filed by The Habit Restaurants, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to Rule 462(b) of the Securities Act, for the registration of 5,000,000 shares of Class A Common Stock, \$0.01 par value per share, of the Company (the "Shares"). The Registration Statement incorporates by reference the contents of the Company's registration statement on Form S-1 (File No. 333-199394), which was declared effective by the Commission on November 19, 2014, including the prospectus included therein (the "Prospectus"). The Shares are proposed to be sold pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into among the Company and Piper Jaffray & Co. and Robert W. Baird & Co. Incorporated, as representatives of the underwriters named therein.

We have acted as counsel for the Company in connection with the proposed sale of the Shares. For purposes of this opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and delivered by the Company pursuant to the Underwriting Agreement against payment of the consideration set forth therein, will be validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus. Our consent shall not be deemed an admission that we are experts whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the use in this Registration Statement on Form S-1 of The Habit Restaurants, Inc. of our report dated October 6, 2014, relating to the consolidated financial statements of The Habit Restaurants, LLC, and to the reference to our firm under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Moss Adams LLP

Los Angeles, California  
November 19, 2014