

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| 1. Name and Address of Reporting Person* ALTER IWONA (Last) (First) (Middle) C/O THE HABIT RESTAURANTS, INC. 17320 RED HILL AVENUE, SUITE 140 (Street) IRVINE CA 92614 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Habit Restaurants, Inc. [HABT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Brand Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/10/2018 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 12/10/2018 | | A ⁽¹⁾ | | 30,000 | A | \$0.00 | 30,000 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Nonstatutory Stock Option (right to buy) | \$11.42 | 12/10/2018 | | A | | 30,000 | | (2) | 12/10/2028 | Class A Common Stock | \$0.00 | 30,000 | D | |

Explanation of Responses:

1. Includes 30,000 shares of Class A Common Stock ("Class A Stock") of The Habit Restaurants, Inc. (the "Issuer") underlying restricted stock units acquired by the Reporting Person pursuant to the Issuer's 2014 Omnibus Incentive Plan. The awards vest in equal installments over five years, with one-fifth of the total award vesting on the first, second, third, fourth and fifth anniversary date.

2. The Nonstatutory Stock Option is exercisable in the following cumulative installments prior to the Expiration date: 6,000 shares on or after December 10, 2019; an additional 6,000 shares on or after December 10, 2020; an additional 6,000 shares on or after December 10, 2021; an additional 6,000 shares on or after December 10, 2022; and an additional 6,000 shares on or after December 10, 2023.

Remarks:

/s/ Ira Fils, Attorney-in-Fact 12/12/2018

** 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 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).

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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