

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>Allen A William III</u> <hr/> (Last) (First) (Middle) 16 SUNSET COVE <hr/> (Street) NEWPORT CA 92657 <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) <input checked="" type="checkbox"/> Director 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) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
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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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (right to buy)	(I)	(I)	Class A Common Stock	8,333	18	D

Explanation of Responses:

1. The Stock Option has been granted on November 19, 2014, and will expire on November 19, 2024. The options will vest ratably over 3 years (1/3 on the first anniversary of the date of grant; 1/3 on the second anniversary of the date of grant; and the remaining 1/3 on the third anniversary of the date of grant). Once the options are vested, they are exercisable into shares of Class A common stock.

Remarks:

This Form 3/A amends the Form 3 filing made on behalf of A. William Allen III on November 20, 2014. The Form 3, as originally filed, incorrectly reported the Amount of Securities Beneficially Owned. This Form 3/A correctly reports the Amount of Securities Beneficially Owned by the Reporting Person.

By: /s/ Ira Fils, attorney-in-fact 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.