

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**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>Zecher Ira L.</u> <hr/> (Last) (First) (Middle) 215 EAST 68TH STREET, APARTMENT 14N <hr/> (Street) NEW YORK NY 10065 <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)

**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 Ira Zecher 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.**