
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

June 21, 2017
Date of report (date of earliest event reported)

The Habit Restaurants, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdictions of
incorporation or organization)

001-36749
(Commission
File Number)

36-4791171
(I.R.S. Employer
Identification Nos.)

17320 Red Hill Avenue, Suite 140
Irvine, CA
(Address of principal executive offices) (Zip Code)

(949) 851-8881
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 21, 2017, The Habit Restaurants, Inc. (the "Company") held its 2017 Annual Meeting of Shareholders.

As of April 24, 2017, the record date for the Annual Meeting, there were 20,248,063 shares of Class A common stock and 5,773,311 shares of Class B common stock outstanding and entitled to vote on all matters. At the meeting, 23,279,013 shares of Class A and Class B common stock eligible to vote were represented in person or by proxy, constituting a quorum. The proposals submitted to a vote of the shareholders and the results of the voting on each proposal are noted below.

Proposal No. 1: Election of Directors

Shareholders elected Russell W. Bendel, Ira Zecher and A. William Allen III to serve as Class III Directors for a three-year term expiring at the 2020 Annual Meeting.

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>
Russell W. Bendel	13,752,231	6,045,270	3,481,512
Ira Zecher	14,132,396	5,665,105	3,481,512
A. William Allen III	14,391,491	5,406,010	3,481,512

Proposal No. 2: Ratification of the Appointment of the Independent Registered Public Accounting Firm

Shareholders ratified the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the year ending December 26, 2017.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
23,231,061	35,746	9,475

The proposal to ratify the appointment of Moss Adams LLP was a routine matter and, therefore, there were no broker non-votes relating to that matter.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Habit Restaurants, Inc.

By: /s/ Ira Fils
Ira Fils
Chief Financial Officer and Secretary

Date: June 22, 2017