

<b>OMB APPROVAL</b>	
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>Phillips John McQuitty</u>  (Last) (First) (Middle) C/O THE HABIT RESTAURANTS, INC. 17320 RED HILL AVENUE, SUITE 140  (Street) IRVINE CA 92614  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/31/2018	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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  See Remarks	5. If Amendment, Date of Original Filed (Month/Day/Year)  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)
Class A Common Stock	1,552	I	By The Phillips Family Trust <sup>(9)</sup>
Class A Common Stock	8,652 <sup>(1)(2)</sup>	I	By The Phillips Family Trust <sup>(9)</sup>

**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	Title	Amount or Number of Shares			
Nonstatutory Stock Option (Right to Buy)	(3)	04/20/2025	Class A Common Stock	1,801	32.32	I	By The Phillips Family Trust <sup>(9)</sup>
Nonstatutory Stock Option (Right to Buy)	(4)	03/21/2026	Class A Common Stock	5,900	18.96	I	By The Phillips Family Trust <sup>(9)</sup>
Nonstatutory Stock Option (Right to Buy)	(5)	03/22/2027	Class A Common Stock	8,955	15.9	I	By The Phillips Family Trust <sup>(9)</sup>
Nonstatutory Stock Option (Right to Buy)	(6)	04/16/2028	Class A Common Stock	25,000	9.1	I	By The Phillips Family Trust <sup>(9)</sup>
Nonstatutory Stock Option (Right to Buy)	(7)	10/23/2028	Class A Common Stock	5,000	14.63	I	By The Phillips Family Trust <sup>(9)</sup>
Common Units and Class B Common Stock	(8)	(8)	Class A Common Stock	34,373 <sup>(8)</sup>	(8)	I	By The Phillips Family Trust <sup>(9)</sup>

**Explanation of Responses:**

- Includes (i) 232 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. These restricted stock units represent the right to receive Class A Stock of the Issuer and vest in five equal installments, beginning on April 20, 2016 and continuing on each of the following four year anniversaries; (ii) 1,116 shares of Class A Stock of the Issuer underlying restricted stock units acquired by the Reporting Person pursuant to the Issuer's 2014 Omnibus Incentive Plan. These restricted stock units represent the right to receive Class A Stock of the Issuer and vest in five equal installments, beginning on March 21, 2017 and continuing on each of the following four year anniversaries;
- (continued from footnote 1) (iii) 2,304 shares of Class A Stock of the Issuer underlying restricted stock units acquired by the Reporting Person pursuant to the Issuer's 2014 Omnibus Incentive Plan. These restricted stock units represent the right to receive Class A Stock of the Issuer and vest in five equal installments, beginning on March 22, 2018 and continuing on each of the following four year anniversaries; and (iv) 5,000 shares of Class A Stock of the Issuer underlying restricted stock units acquired by the Reporting Person pursuant to the Issuer's 2014 Omnibus Incentive Plan. These restricted stock units represent the right to receive Class A Stock of the Issuer and vest in five equal installments, beginning on April 16, 2019 and continuing on each of the following four year anniversaries.
- The Nonstatutory Stock Option is exercisable in the following cumulative installments prior to the Expiration date: 360 shares on or after April 20, 2016; an additional 360 shares on or after April 20, 2017; an additional 360 shares on or after April 20, 2018; an additional 360 shares on or after April 20, 2019; and an additional 361 shares on or after April 20, 2020.
- The Nonstatutory Stock Option is exercisable in the following cumulative installments prior to the Expiration date: 1,180 shares on or after March 21, 2017; an additional 1,180 shares on or after March 21, 2018; an additional 1,180 shares on or after March 21, 2019; an additional 1,180 shares on or after March 21, 2020; and an additional 1,180 shares on or after March 21, 2021.
- The Nonstatutory Stock Option is exercisable in the following cumulative installments prior to the Expiration date: 1,791 shares on or after March 22, 2018; an additional 1,791 shares on or after March 22, 2019; an additional 1,791 shares on or after March 22, 2020; an additional 1,791 shares on or after March 22, 2021; and an additional 1,791 shares on or after March 22, 2022.

6. The Nonstatutory Stock Option is exercisable in the following cumulative installments prior to the Expiration date: 5,000 shares on or after April 16, 2019; an additional 5,000 shares on or after April 16, 2020; an additional 5,000 shares on or after April 16, 2021; an additional 5,000 shares on or after April 16, 2022; and an additional 5,000 shares on or after April 16, 2023.

7. The Nonstatutory Stock Option is exercisable in the following cumulative installments prior to the Expiration date: 1,000 shares on or after October 23, 2019; an additional 1,000 shares on or after October 23, 2020; an additional 1,000 shares on or after October 23, 2021; an additional 1,000 shares on or after October 23, 2022; and an additional 1,000 shares on or after October 23, 2023.

8. Pursuant to the terms of the Fifth Amended & Restated Limited Liability Company Agreement dated as of April 6, 2015, as amended, the holders of common units in the Company may exchange all or a portion of their limited liability company units ("LLC Units"), along with the corresponding cancellation of an equal number of shares of Class B common stock, for shares of Class A common stock of the Company on a one-to-one basis (or, at the Company's option, cash). The holders thereof are not required to pay an exercise price in connection with any such exchange. The LLC Units do not expire. The Class B common stock provides the holder with one vote on all matters submitted to a vote of the Company's stockholders but does not entitle the holder to any of the economic rights associated with shares of the Company's Class A common stock.

9. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

**Remarks:**

Chief Global Business Partnership Officer Exhibit 24 - Power of Attorney

/s/ Ira Fils, Attorney-in-Fact      11/05/2018

\*\* 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 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.**

LIMITED POWER OF ATTORNEY FOR

SECTION 16 REPORTING OBLIGATIONS

Know all by these present, that the undersigned hereby makes, constitutes and appoints each of Russell Bendel, Ira Fils and Ray Nopper, signing singly, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of The Habit Restaurants, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts that in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, with full power of substitution or revocation, hereby ratifying and confirming all the acts that such attorney-in-fact shall lawfully do or cause to be done by virtue of this Limited Power of Attorney for and on behalf of the undersigned.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of October, 2018.

/s/ John Phillips

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Signature

Name: John Phillips

Title: Chief Global Business Partnership Officer

