

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name WINGSTOP INC.		2 Issuer's employer identification number (EIN) 47-3494862	
3 Name of contact for additional information KELLEY E. HARTLEY		4 Telephone No. of contact 972-331-9137	5 Email address of contact KEHARTLEY@WINGSTOP.COM
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 5501 LYNDON B JOHNSON FREEWAY, SUITE 500			7 City, town, or post office, state, and Zip code of contact DALLAS, TX 75240
8 Date of action 07/15/2016		9 Classification and description DISTRIBUTION IN EXCESS OF EARNINGS AND PROFITS	
10 CUSIP number 974155103	11 Serial number(s) N/A	12 Ticker symbol WING	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **ON JULY 15, 2016, WINGSTOP INC. MADE A CASH DISTRIBUTION TO ITS SHAREHOLDERS IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP PERCENTAGES. THIS DISTRIBUTION EXCEEDED THE CORPORATION'S CURRENT AND ACCUMULATED EARNINGS & PROFITS AS OF END OF THE 2016 TAX YEAR. AT THE TIME OF THE TRANSACTION, THE CORPORATION HAD 28,713,105 SHARES ISSUED AND OUTSTANDING.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **THE TOTAL AMOUNT OF THE DISTRIBUTION WAS \$83,268,005. BASED ON AN EARNINGS AND PROFITS CALCULATION, \$68,101,214 (\$2.3718 PER SHARE) OF THE DISTRIBUTION WILL BE A NONDIVIDEND DISTRIBUTION, WHICH FIRST REDUCES THE SHAREHOLDER'S ADJUSTED BASIS OF THEIR STOCK IN THE CORPORATION, AND AND THEN GIVES RISE TO GAIN FROM THE SALE OR EXCHANGE OF PROPERTY TO THE EXTENT SUCH DISTRIBUTION EXCEEDS SUCH SHAREHOLDER'S BASIS.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **THE CORPORATION'S EARNINGS AND PROFITS WAS CALCULATED FOR EACH YEAR IT HAS BEEN A C-CORPORATION. THE CUMULATIVE EARNINGS AND PROFITS FOR ALL YEARS WAS COMPARED TO THE TOTAL DISTRIBUTION MADE IN 2016. THE DIFFERENCE BETWEEN THE CUMULATIVE EARNINGS AND PROFITS AND THE DISTRIBUTION IS CONSIDERED A NONDIVIDEND DISTRIBUTION, WHICH FIRST REDUCES BASIS AND THEN GIVES RISE TO GAIN FROM THE SALE OR EXCHANGE OF PROPERTY, AS EXPLAINED ABOVE.**

Part II Organizational Action (continued)

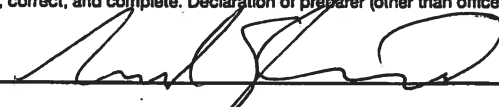
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ THE CORPORATION'S CUMULATIVE EARNINGS AND PROFITS WERE CALCULATED IN ACCORDANCE WITH IRC SECTION 312. THE PORTION OF THE DISTRIBUTION THAT IS CONSIDERED A RETURN OF BASIS AND THEN GAIN FROM SALE OR EXCHANGE OF PROPERTY WAS CALCULATED IN ACCORDANCE WITH IRC SECTION 301(C).

18 Can any resulting loss be recognized? ▶ THERE WILL BE NO LOSS RECOGNIZED AS PART OF THE CASH DISTRIBUTION.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE NONDIVIDEND DISTRIBUTION WILL BE REPORTED ON FORM 5452, WHICH WILL BE INCLUDED IN WINGSTOP INC.'S FORM 1120 FILING FOR THE 2016 TAX YEAR.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

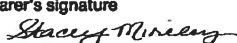
Signature ▶ 

Date ▶ 3/7/2017

Print your name ▶ MICHAEL SKIPWORTH

Title ▶ VP-CONTROLLER

Paid Preparer Use Only

Print/Type preparer's name STACEY MIRELEZ	Preparer's signature 	Date 3/7/17	Check <input type="checkbox"/> if self-employed	PTIN P00991921
Firm's name ▶ KPMG LLP	Firm's address ▶ 2323 ROSS AVENUE, SUITE 1400, DALLAS, TX 75201-2709		Firm's EIN ▶ 13-5565207	Phone no. 214-840-2000