

Zoe's Kitchen, Inc.
Form SC 13G
June 28, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Zoe's Kitchen, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

98979J109

(CUSIP Number)

June 18, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to
*the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13G

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name of reporting person

1

Vintage Capital Management,
LLC
check the appropriate box if a
member of a group

2

(a) "

(b) "

3

sec use only
citizenship or place of
organization

4

Delaware
sole voting power

NUMBER OF **5**

SHARES 0 shares
shared voting power

BENEFICIALLY **6**

OWNED BY 1,950,000 shares
EACH sole dispositive power

REPORTING **7**

PERSON 0 shares
shared dispositive power

WITH **8**

9 1,950,000 shares
aggregate amount beneficially
owned by each reporting
person

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10 1,950,000 shares
check box if the aggregate
amount in row (9) excludes
certain shares ☐
percent of class represented by
amount in row (9)

11

9.9%*
type of reporting person

12

OO

* Percentage calculated based on 19,603,222 shares of common stock, par value \$0.01 per share, outstanding as of May 24, 2018, as reported in the Form 10-Q for the quarter ended April 16, 2018, of Zoe's Kitchen, Inc.

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name of reporting person

1

Kahn Capital Management,
LLC
check the appropriate box if a
member of a group

2

(a) "

(b) "

3

sec use only
citizenship or place of
organization

4

Delaware
sole voting power

NUMBER OF **5**

SHARES 0 shares
shared voting power

BENEFICIALLY **6**

OWNED BY 1,950,000 shares
EACH sole dispositive power

REPORTING **7**

PERSON 0 shares
shared dispositive power

WITH **8**

9 1,950,000 shares
aggregate amount beneficially
owned by each reporting
person

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10 1,950,000 shares
check box if the aggregate
amount in row (9) excludes
certain shares ☐
percent of class represented by
amount in row (9)

11 9.9%*
type of reporting person

12 OO

* Percentage calculated based on 19,603,222 shares of common stock, par value \$0.01 per share, outstanding as of May 24, 2018, as reported in the Form 10-Q for the quarter ended April 16, 2018, of Zoe's Kitchen, Inc.

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name of reporting person

1

Brian R. Kahn
check the appropriate box if a
member of a group

2

(a) "

(b) "

3

sec use only
citizenship or place of
organization

4

United States of America
sole voting power

NUMBER OF **5**

SHARES 0 shares
shared voting power

BENEFICIALLY **6**

OWNED BY 1,950,000 shares
EACH sole dispositive power

REPORTING **7**

PERSON 0 shares
shared dispositive power

WITH **8**

9 1,950,000 shares
aggregate amount beneficially
owned by each reporting
person

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10 1,950,000 shares
check box if the aggregate
amount in row (9) excludes
certain shares ☐
percent of class represented by
amount in row (9)

11 9.9%*
type of reporting person

12 IN

* Percentage calculated based on 19,603,222 shares of common stock, par value \$0.01 per share, outstanding as of May 24, 2018, as reported in the Form 10-Q for the quarter ended April 16, 2018, of Zoe's Kitchen, Inc.

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Item 1(a).

Name of Issuer

Zoe's Kitchen, Inc. (the "**Issuer**").

Item 1(b).

Address of Issuer's Principal Executive Offices

5760 State Highway 121, Suite 250, Plano, Texas 75024.

Item 2(a).

Name of Person Filing

This Schedule 13G is filed by:

- (i) Vintage Capital Management, LLC, a Delaware limited liability company ("**Vintage Capital**");
- (ii) Kahn Capital Management, LLC, a Delaware limited liability company ("**Kahn Capital**"), who serves as a member and majority owner of Vintage Capital; and
- (iii) Brian R. Kahn, who serves as (A) the manager and a member of Vintage Capital; and (B) the manager and sole member of Kahn Capital.

Vintage Capital, Kahn Capital and Mr. Kahn are referred to collectively as the "**Reporting Persons.**"

The Reporting Persons have entered into a joint filing agreement, a copy of which is attached as Exhibit 1.

Item 2(b).

Address of Principal Business Office or, if None, Residence

The address of the principal business and principal office of each of the Reporting Persons is 4705 S. Apopka Vineland Road, Suite 206, Orlando, Florida 32819.

Item 2(c).

Citizenship

Vintage Capital is a Delaware limited liability company.

Kahn Capital is a Delaware limited liability company.

Brian R. Kahn is a United States citizen.

Item 2(d).

Title of Class of Securities

Common stock, par value \$0.01 per share.

Item 2(e).

CUSIP Number

98979J109

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is
a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

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- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4.

Ownership

With respect to the beneficial ownership of the reporting persons, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

Item 5.

Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. "

Item 6.

Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below, each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 28, 2018

**Vintage Capital
Management, LLC**

By: /s/ Brian R. Kahn
Name: Brian R. Kahn
Title: Manager

**Kahn Capital
Management, LLC**

By: /s/ Brian R. Kahn
Name: Brian R. Kahn
Title: Manager

/s/ Brian R. Kahn
Brian R. Kahn

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EXHIBIT INDEX

Exhibit Joint Filing Agreement (incorporated by reference to Exhibit 1 to the Schedule 13G filed by Vintage Capital
1 Management, LLC, Kahn Capital Management, LLC and Brian R. Kahn on July 27, 2017).