Zoe's Kitchen, Inc. Form 4 February 22, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Besch James

(Last)

(First) (Middle)

2. Issuer Name and Ticker or Trading Symbol

Zoe's Kitchen, Inc. [ZOES]

3. Date of Earliest Transaction

(Month/Day/Year) 02/18/2017

C/O ZOES KITCHEN, INC., 5760 STATE HIGHWAY 121, SUITE 250

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below) Vice President - Accounting

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PLANO, TX 75024

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(9-02)

Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

Common Stock

(Instr. 3)

02/18/2017

M 607

(e.g., puts, calls, warrants, options, convertible securities)

Α (1) 18,166 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Disposed	ivative Expiration Date		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.26	02/21/2017		A	13,761		<u>(2)</u>	02/21/2027	Common Stock	13,761
Restricted Stock Units	(1)	02/21/2017		A	1,612		(3)	(3)	Common Stock	1,612
Restricted Stock Units	<u>(1)</u>	02/18/2017		M		607	<u>(4)</u>	<u>(4)</u>	Common Stock	607

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Besch James

C/O ZOES KITCHEN, INC. 5760 STATE HIGHWAY 121, SUITE 250 PLANO, TX 75024

Vice President - Accounting

Signatures

/s/ Michael Todd as Attorney-in-Fact for James
Besch
02/22/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Each restricted stock unit ("RSU") converts into the right to receive one share of common stock upon payment of par value (\$0.01) per share.
- (2) These options were granted pursuant to the 2014 Omnibus Incentive Plan, and are exercisable in 25% cumulative annual increments beginning February 21, 2018.
- (3) The RSUs vest in three equal annual installments beginning on February 21, 2018. Each RSU was granted on February 21, 2017 and was issued pursuant to the Company's 2014 Omnibus Incentive Plan.
- (4) The RSUs vest in three equal annual installments beginning on February 18, 2017. Each RSU was granted on February 18, 2016 and was issued pursuant to the Company's 2014 Omnibus Incentive Plan. This Form 4 reflects the vesting of these RSUs on February 18, 2017 as

Reporting Owners 2

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to 33.33% of the original RSU grant amount.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.