

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

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Miles Kevin

(Last) (First) (Middle)

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

(Street)

PLANO, TX 75024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Zoe's Kitchen, Inc. [ZOES]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/18/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Director, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/18/2017		M	3,951	A \$ 67,589	D	
Common Stock <sup>(2)</sup>	02/21/2017		F	1,224	D \$ 22.83	D	

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

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(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	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	77,982	(3) 02/21/2027	Common Stock	77,982
Restricted Stock Units	(1)	02/21/2017		A	9,136	(4) (4)	Common Stock	9,136
Restricted Stock Units	(1)	02/18/2017		M	3,951	(5) (5)	Common Stock	3,951

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miles Kevin C/O ZOES KITCHEN, INC. 5760 STATE HIGHWAY 121, SUITE 250 PLANO, TX 75024	X		Director, President and CEO	

## Signatures

/s/ Michael Todd as Attorney-in-Fact for Kevin Miles 02/23/2017

\*\*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 in to the right to receive one share of common stock upon payment of par value (\$0.01) per share.
- (2) Shares subject to withholding to satisfy tax obligation upon vesting of RSUs.
- (3) These options were granted pursuant to the 2014 Omnibus Incentive Plan, and are exercisable in 25% cumulative annual increments beginning February 21, 2018.
- (4)

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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.

- (5) 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 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.

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