

Elbogen Noah A.
Form 4
February 26, 2018

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 *
Misada Capital Flagship Fund LP

(Last) (First) (Middle)

200 S. DWIGHT PLACE

(Street)

ENGLEWOOD, NJ 07631

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share (1)	02/22/2018		P	379,918 A	\$ 14 (2) 2,324,536	I	By: Misada Capital Flagship Fund LP (3)
Common Stock, par value \$.01 per share (1)	02/23/2018		P	327,713 A	\$ 13.64 (2) 2,652,249	I	By: Misada Capital Flagship Fund LP (3)

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Common Stock, par value \$.01 per share <u>(1)</u>	02/23/2018	P	250,199	A	\$ 14.66 <u>(2)</u>	2,902,448	I	By: Misada Capital Flagship Fund LP <u>(3)</u>
Common Stock, par value \$.01 per share <u>(1)</u>	02/23/2018	P	32,886	A	\$ 14.98 <u>(2)</u>	2,935,334	I	By: Misada Capital Flagship Fund LP <u>(3)</u>
Common Stock, par value \$.01 per share <u>(1)</u>	02/26/2018	P	360,000	A	\$ 15.06 <u>(2)</u>	3,295,334	I	By: Misada Capital Flagship Fund LP <u>(3)</u>

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

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 control number.

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Misada Capital Flagship Fund LP
200 S. DWIGHT PLACE
ENGLEWOOD, NJ 07631

Elbogen Noah A.
200 S DWIGHT PL
ENGLEWOOD, NJ 07631

X

Signatures

/s/ Misada Capital Flagship Fund LP; By: Misada Capital Holdings LLC, its General Partner; By: Noah A. Elbogen, its Managing Member	02/26/2018
__Signature of Reporting Person	Date
/s/ Misada Capital Holdings LLC; By: Noah A. Elbogen, its Managing Member	02/26/2018
__Signature of Reporting Person	Date
/s/ Noah A. Elbogen	02/26/2018
__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).
Each Reporting Person is a member of a reporting group that owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock. As such, the Reporting Person may be deemed to beneficially own more than 10% of the Issuer's outstanding shares of
(1) Common Stock. The Reporting Person disclaims beneficial ownership of the shares of Common Stock except to the extent of his/her pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such shares of Common Stock for any purpose, including for the purpose of Section 16.
The price reported is a weighted average price. The reported shares were purchased in multiple transactions. The Reporting Persons
(2) undertake to provide to the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote 2.
Shares of Common Stock directly beneficially owned by Misada Capital Flagship Fund LP ("Misada Fund"). Each of Misada Capital
(3) Holdings LLC ("Misada Holdings"), as the general partner of Misada Fund, and Mr. Elbogen, as the managing member of Misada Holdings, may be deemed to beneficially own the shares of Common Stock beneficially owned by Misada Fund.

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.