

Todd Michael C  
 Form 4  
 November 23, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Todd Michael C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O ZOE'S KITCHEN, INC., 5760  
 STATE HIGHWAY 121 #250

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/21/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 General Counsel and Secretary

(Street)  
 PLANO, TX 75024

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

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	11/21/2018		D <sup>(1)</sup>	1,216	\$ 12.75	0	D

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

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SEC 1474 (9-02)

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

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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. 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. Amount or Number of Shares
Restricted Stock Units	\$ 12.75	11/21/2018		D <sup>(1)</sup>	5,687	<u>(1)</u> / <u>(1)</u>	Common Stock	5,687
Employee Stock Option (right to buy)	\$ 28.16	11/21/2018		J <sup>(2)</sup>	20,000	<u>(2)</u> / <u>(2)</u>	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 35.01	11/21/2018		J <sup>(2)</sup>	10,000	<u>(2)</u> / <u>(2)</u>	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 27.42	11/21/2018		J <sup>(2)</sup>	5,384	<u>(2)</u> / <u>(2)</u>	Common Stock	5,384
Employee Stock Option (right to buy)	\$ 23.26	11/21/2018		J <sup>(2)</sup>	13,761	<u>(2)</u> / <u>(2)</u>	Common Stock	13,761
Employee Stock Option (right to buy)	\$ 14.05	11/21/2018		J <sup>(2)</sup>	13,495	<u>(2)</u> / <u>(2)</u>	Common Stock	13,495

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Todd Michael C C/O ZOE'S KITCHEN, INC.			General Counsel and	

5760 STATE HIGHWAY 121 #250  
PLANO, TX 75024

Secretary

## Signatures

/s/ Michael Todd

11/23/2018

  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).

Disposed of pursuant to the Agreement and Plan of Merger, dated as of August 16, 2018, by and among Zoe's Kitchen, Inc. (the "Company"), Cava Group, Inc., and Pita Merger Sub, Inc. (the "Merger Agreement"). At the effective time of the merger (the "Effective Time") as contemplated in the Merger Agreement, each outstanding share of Company Common Stock, each Company Restricted Share and Company Restricted Stock Unit Award, vested and accelerated in full and was converted into the right to receive \$12.75 in cash (the "Merger Consideration").

- At the Effective Time the unexercised options that were previously granted to the Reporting Person were cancelled for no consideration.
- (1) Any options that had an exercise price per share that was equal to or greater than the Merger Consideration were cancelled for no consideration, payment or right to consideration or payment.

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.