

Doshi Sunil M  
 Form 4  
 November 23, 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 \*  
 Doshi Sunil M

(Last) (First) (Middle)  
 C/O ZOE'S KITCHEN, INC., 5760  
 STATE HIGHWAY 121 #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)  
 11/21/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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>	8,010	\$ 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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Shares	\$ 12.75	11/21/2018		<u>D</u> (1)	15,613	<u>(1)</u>	<u>(1)</u>	Common Stock	15,613
Restricted Stock Units	\$ 12.75	11/21/2018		<u>D</u> (1)	20,704	<u>(1)</u>	<u>(1)</u>	Common Stock	20,704
Employee Stock Option (right to buy)	\$ 40.15	11/21/2018		<u>J</u> (2)	42,000	<u>(2)</u>	<u>(2)</u>	Common Stock	42,000
Employee Stock Option (right to buy)	\$ 27.42	11/21/2018		<u>J</u> (2)	16,152	<u>(2)</u>	<u>(2)</u>	Common Stock	16,152
Employee Stock Option (right to buy)	\$ 23.26	11/21/2018		<u>J</u> (2)	36,697	<u>(2)</u>	<u>(2)</u>	Common Stock	36,697
Employee Stock Option (right to buy)	\$ 12.81	11/21/2018		<u>J</u> (2)	55,679	<u>(2)</u>	<u>(2)</u>	Common Stock	55,679
Employee Stock Option (right to buy)	\$ 14.05	11/21/2018		<u>J</u> (2)	14,722	<u>(2)</u>	<u>(2)</u>	Common Stock	14,722

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Doshi Sunil M  
C/O ZOE'S KITCHEN, INC.  
5760 STATE HIGHWAY 121 #250  
PLANO, TX 75024

Chief Financial Officer

## Signatures

/s/ Michael Todd as Attorney-in-Fact for Sunil  
Doshi

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.
- (2) 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.