Zoe's Kitchen, Inc. Form 4 March 09, 2015

## FORM 4

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

**OMB APPROVAL** OMB

3235-0287 Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Issuer

below)

X Director

X\_ Officer (give title

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

2. Issuer Name and Ticker or Trading

**SECURITIES** 

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \*

Miles Kevin

(First)

Symbol

Zoe's Kitchen, Inc. [ZOES]

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 02/26/2015

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

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Director, President and CEO 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

below)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

PLANO, TX 75024

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

Execution Date, if (Month/Day/Year)

(Zip)

3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

10% Owner

Other (specify

(A)

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 35.01	02/26/2015		A		40,000		<u>(1)</u>	02/26/2024	Common Stock	40,000

## **Reporting Owners**

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

# **Signatures**

/s/ Jason Morgan as Attorney-in-Fact for Kevin
Miles

03/09/2015

\*\*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) These options were granted pursuant to the 2014 Omnibus Incentive Plan, and are exercisable in 25% cumulative annual increments beginning February 26, 2016.

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.

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