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

FORM 4

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

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hartley Jeremy Issuer Symbol Zoe's Kitchen, Inc. [ZOES] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

02/18/2017

Director 10% Owner __Other (specify X_ Officer (give title) below) below) Chief Operating Officer

(Check all applicable)

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

(Street)

(Ctota)

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PLANO, TX 75024

(C:tr.)

(City)	(State) (Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D)			•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code	, , , ,			Beneficially Owned	(D) or Indirect (I)	Beneficial
		(Month/Day/Tear)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	Ownership (Instr. 4)
Common Stock	02/18/2017		M	1,519	A	<u>(1)</u>	1,519	D	
Common Stock (2)	02/21/2017		F	506	D	\$ 22.83	1,013	D	

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

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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 orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 23.26	02/21/2017		A	18,349		(3)	02/21/2027	Common Stock	18,34
Restricted Stock Units	<u>(1)</u>	02/21/2017		A	2,150		<u>(4)</u>	<u>(4)</u>	Common Stock	2,15
Restricted Stock Units	(1)	02/18/2017		M		1,519	(5)	<u>(5)</u>	Common Stock	1,51

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Chief Operating Officer

Hartley Jeremy

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

5760 STATE HIGHWAY 121, SUITE 250

PLANO, TX 75024

Signatures

/s/ Michael Todd as Attorney-in-Fact for Jeremy
Hartley

02/22/2017

**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 into 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)

Reporting Owners 2

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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.

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. 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.