

Zoe's Kitchen, Inc.  
Form 4  
April 13, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Harrington Cordia

(Last) (First) (Middle)

2975 ARMORY DRIVE

(Street)

NASHVILLE, TN 37204

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/12/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/12/2017		M		444	A	11 3,436
Common Stock	04/13/2017		M		482	A	11 3,918

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.**

SEC 1474 (9-02)

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

Edgar Filing: Zoe's Kitchen, Inc. - Form 4

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 Stock Units	(1)	04/12/2017		A		2,903		(2)	(2)	Common Stock	2,903
Restricted Stock Units	(1)	04/12/2017		M		444		(3)	(3)	Common Stock	444
Restricted Stock Units	(1)	04/13/2017		M		482		(4)	(4)	Common Stock	482

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrington Cordia 2975 ARMORY DRIVE NASHVILLE, TN 37204		X		

## Signatures

/s/ Michael Todd as Attorney-in-Fact for Alec Taylor 04/13/2017

\_\_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) The restricted stock units vest in three equal annual installments beginning on April 12, 2018. Each RSU was granted on April 12, 2017, and was issued pursuant to the Company's 2014 Omnibus Incentive Plan.
- (3) The restricted stock units vest in three equal annual installments beginning on April 12, 2017. Each RSU was granted on April 12, 2016, and was issued pursuant to the Company's 2014 Omnibus Incentive Plan.
- (4) The restricted stock units vest in three equal annual installments beginning on April 13, 2016. Each RSU was granted on April 13, 2015, and was issued pursuant to the Company's 2014 Omnibus Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Zoe's Kitchen, Inc. - Form 4

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.