

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

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dollarhyde Greg

(Last) (First) (Middle)

C/O ZOE'S KITCHEN INC., 5760
STATE HIGHWAY 121, SUITE 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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/12/2017		M	444 A <u>1</u>	160,926	D	
Common Stock	04/13/2017		M	482 A <u>1</u>	161,408	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 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)
						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
Dollarhyde Greg C/O ZOE'S KITCHEN INC. 5760 STATE HIGHWAY 121, SUITE 250 PLANO, TX 75024	X

Signatures

/s/ Michael Todd as Attorney-in-Fact for Greg Dollarhyde 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.

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- (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.

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