

Besch James
Form 4
November 23, 2018

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 *
Besch James

(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 ____ Other (specify
below) below)

Vice President - Accounting

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/21/2018		D ⁽¹⁾		19,311	D	\$ 12.75
					0		

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
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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. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 12.75	11/21/2018		D ⁽¹⁾		5,687		<u>(1)</u>	<u>(1)</u>	Common Stock	5,687
Employee Stock Option (right to buy)	\$ 15	11/21/2018		J ⁽²⁾		14,500		<u>(2)</u>	<u>(2)</u>	Common Stock	14,500
Employee Stock Option (right to buy)	\$ 35.01	11/21/2018		J ⁽²⁾		13,000		<u>(2)</u>	<u>(2)</u>	Common Stock	13,000
Employee Stock Option (right to buy)	\$ 27.42	11/21/2018		J ⁽²⁾		5,384		<u>(2)</u>	<u>(2)</u>	Common Stock	5,384
Employee Stock Option (right to buy)	\$ 23.26	11/21/2018		J ⁽²⁾		13,761		<u>(2)</u>	<u>(2)</u>	Common Stock	13,761
Employee Stock Option (right to buy)	\$ 14.05	11/21/2018		J ⁽²⁾		3,680		<u>(2)</u>	<u>(2)</u>	Common Stock	3,680

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Besch James C/O ZOE'S KITCHEN, INC.	Vice President - Accounting

5760 STATE HIGHWAY 121 #250
PLANO, TX 75024

Signatures

/s/ Michael Todd as Attorney-in-Fact for James
Besch

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.

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