

Zoe's Kitchen, Inc.
Form 4
February 22, 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 *
Besch James

(Last) (First) (Middle)

C/O ZOES 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)

02/18/2017

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)

Vice President - Accounting

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	02/18/2017		M		607	A	18,166
						D	

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

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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	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.26	02/21/2017		A	13,761	(2) 02/21/2027	Common Stock 13,761
Restricted Stock Units	(1)	02/21/2017		A	1,612	(3) (3)	Common Stock 1,612
Restricted Stock Units	(1)	02/18/2017		M	607	(4) (4)	Common Stock 607

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Besch James C/O ZOES KITCHEN, INC. 5760 STATE HIGHWAY 121, SUITE 250 PLANO, TX 75024			Vice President - Accounting	

Signatures

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

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) These options were granted pursuant to the 2014 Omnibus Incentive Plan, and are exercisable in 25% cumulative annual increments beginning February 21, 2018.
- (3) 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.
- (4) 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

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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.

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