Miles Kevin
Form 4
November 23, 2018

FORM 4

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

OMB APPROVAL

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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 *
Miles Kevin

(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)
11/21/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Director, President, and CEO

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)		78,470	D	$ 12.75	0	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 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
Restricted Stock Units	$ 12.75	11/21/2018		D (1)			55,416	(1)	(1)	Common Stock	55,416
Restricted Shares	$ 12.75	11/21/2018		D (1)			36,800	(1)	(1)	Common Stock	36,800
Employee Stock Option (right to buy)	$ 15	11/21/2018		J (2)			130,000	(2)	(2)	Common Stock	130,000
Employee Stock Option (right to buy)	$ 35.01	11/21/2018		J (2)			40,000	(2)	(2)	Common Stock	40,000
Employee Stock Option (right to buy)	$ 27.42	11/21/2018		J (2)			34,995	(2)	(2)	Common Stock	34,995
Employee Stock Option (right to buy)	$ 23.26	11/21/2018		J (2)			77,982	(2)	(2)	Common Stock	77,982
Employee Stock Option (right to buy)	$ 13.6	11/21/2018		J (2)			130,000	(2)	(2)	Common Stock	130,000
Employee Stock Option (right to buy)	$ 14.05	11/21/2018		J (2)			41,711	(2)	(2)	Common Stock	41,711

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miles Kevin C/O ZOE'S KITCHEN, INC. 5760 STATE HIGHWAY 121, SUITE 250 PLANO, TX 75024	X		Director, President, and CEO	

Signatures

/s/ Michael Todd as Attorney-in-Fact for Kevin Miles	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).

(1) 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").

(2) At the Effective Time the unexercised options that were previously granted to the Reporting Person were cancelled for no consideration. 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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