

Baldwin Thomas
Form 4
April 16, 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 *
Baldwin Thomas

(Last) (First) (Middle)

C/O ZOES KITCHEN, 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)
04/12/2018

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	04/12/2018		M	445	A	11	9,519	D
Common Stock	04/12/2018		M	967	A	11	10,486	D
Common Stock	04/13/2018		M	483	A	11	10,969	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)	8. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	04/12/2018		A	3,504	<u>(2)</u> <u>(2)</u>	Common Stock	3,504
Restricted Stock Units	<u>(1)</u>	04/12/2018		M	445	<u>(3)</u> <u>(3)</u>	Common Stock	445
Restricted Stock Units	<u>(1)</u>	04/12/2018		M	967	<u>(4)</u> <u>(4)</u>	Common Stock	967
Restricted Stock Units	<u>(1)</u>	04/13/2018		M	483	<u>(5)</u> <u>(5)</u>	Common Stock	483

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Baldwin Thomas
C/O ZOES KITCHEN
5760 STATE HIGHWAY 121 #250
PLANO, TX 75024

X

Signatures

/s/ Michael Todd as Attorney-in-Fact for Thomas
Baldwin

04/16/2018

**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).

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- (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 four equal annual installments beginning on April 12, 2019. Each RSU was granted on April 12, 2018, 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 12, 2018. Each RSU was granted on April 12, 2017, and was issued pursuant to the Company's 2014 Omnibus Incentive Plan.
- (5) 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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