

Zoe's Kitchen, Inc.  
Form 4  
August 21, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Morgan Jason

(Last) (First) (Middle)

C/O ZOES KITCHEN, 5700  
GRANITE PARKWAY, GRANITE  
PARK BUILDING #2, SUITE 455

(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)  
08/19/2014

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)  
CFO and Company Secretary

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/09/2014		G	V	6,667 (1)	D	
Common Stock	06/09/2014		G	V	6,667 (1)	A	
Common Stock	08/19/2014		D		30,000 (3)	D	
Common Stock	08/20/2014		G	V	3,333 (1)	D	

By Morgan  
2014  
Irrevocable  
Trust

Common Stock      08/20/2014      G   V   3,333<sub>(1)</sub>   A   \$ 0   151,228 <sup>(2)</sup>   I      By Morgan 2014 Irrevocable Trust

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 number.**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morgan Jason C/O ZOES KITCHEN, 5700 GRANITE PARKWAY GRANITE PARK BUILDING #2, SUITE 455 PLANO, TX 75024			CFO and Company Secretary	

## Signatures

/s/ Jason Morgan      08/21/2014  
 \*\*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) These shares were transferred to the "Morgan 2014 Irrevocable Trust," held by Jason Morgan and Kimberly Morgan, as co-trustees.

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- (2) This figure includes shares held by Jason Morgan and the Morgan 2014 Irrevocable Trust, of which Jason Morgan is a co-trustee.
- (3) These shares of the Issuer's Common Stock were sold to the Issuer in a transaction exempt from Section 16(b) liability pursuant to Rule 16(b)-3(e) promulgated under the Securities Exchange Act of 1934, as amended.

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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