

Elbogen Noah A.  
Form 3  
February 26, 2018

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

## INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |
| Â Misada Capital Flagship Fund LP         |         |          | (Month/Day/Year)  | Zoe's Kitchen, Inc. [ZOES]   |
| (Last)                                    | (First) | (Middle) |   |  |
| 200 S. DWIGHT PLACE                       |         |          | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year)   |
| (Street)                                  |         |          | (Check all applicable)  |  |
| ENGLEWOOD,Â NJÂ 07631                     |         |          | <input type="checkbox"/> Director<br><input type="checkbox"/> Officer<br>(give title below)   | <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other<br>(specify below) |
| (City)                                    | (State) | (Zip)    | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4)                                   | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$.01 per share <sup>(1)</sup><br><u>(2)</u> | 1,970,718  | D <sup>(3)</sup>  | Â  |

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

SEC 1473 (7-02)

**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.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

# Edgar Filing: Elbogen Noah A. - Form 3

| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Misada Capital Flagship Fund LP<br>200 S. DWIGHT PLACE<br>ENGLEWOOD, NJ 07631 | Â             | Â X       | Â       | Â     |
| Elbogen Noah A.<br>200 S. DWIGHT PLACE<br>ENGLEWOOD, NJ 07631                 | Â             | Â X       | Â       | Â     |

## Signatures

|  |            |
|--|------------|
| /s/ Misada Capital Flagship Fund LP; By: Misada Capital Holdings LLC, its General Partner;<br>By: Noah A. Elbogen, its Managing Member | 02/26/2018 |
| ____Signature of Reporting Person  | Date       |
| /s/ Misada Capital Holdings LLC; By: Noah A. Elbogen, its Managing Member  | 02/26/2018 |
| ____Signature of Reporting Person  | Date       |
| /s/ Noah A. Elbogen  | 02/26/2018 |
| ____Signature of Reporting Person  | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- This Form 3 is filed jointly by Misada Capital Flagship Fund LP ("Misada Fund"), Misada Capital Holdings LLC ("Misada Holdings") and Noah A. Elbogen (collectively, the "Reporting Persons"). Misada Holdings is the general partner of the Misada Fund. Noah A. Elbogen is the managing member of Misada Holdings.
- (1) Each Reporting Person is a member of a reporting group that owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock. As such, the Reporting Person may be deemed to beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. The Reporting Person disclaims beneficial ownership of the shares of Common Stock except to the extent of his/her pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such shares of Common Stock for any purpose, including for the purpose of Section 16.
- (2) Shares of Common Stock directly beneficially owned by Misada Fund. Each of Misada Holdings, as the general partner of Misada Fund, and Mr. Elbogen, as the managing member of Misada Holdings, may be deemed to beneficially own the shares of Common Stock beneficially owned by Misada Fund.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.