

Zoe's Kitchen, Inc.
Form SC 13G/A
February 26, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)¹

Zoe's Kitchen, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

98979J109
(CUSIP Number)

February 22, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. 98979J109

| | | |
|---|--|--|
| 1 | NAME OF REPORTING PERSON | |
| | Misada Capital Flagship Fund LP | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) (b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER - 0 - SHARED VOTING POWER 3,295,334 SOLE DISPOSITIVE POWER |
| | 6 | SHARED DISPOSITIVE POWER - 0 - SHARED DISPOSITIVE POWER |
| | 7 | 3,295,334 SOLE DISPOSITIVE POWER |
| | 8 | - 0 - SHARED DISPOSITIVE POWER |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 3,295,334 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW | 3,295,334 |

(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 16.8%
TYPE OF REPORTING
PERSON

PN

CUSIP No. 98979J109

| | |
|----|---|
| 1 | NAME OF REPORTING PERSON |
| | Misada Capital Holdings LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | Delaware |
| 5 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | SOLE VOTING POWER |
| | - 0 - |
| 6 | SHARED VOTING POWER |
| | 3,295,334 |
| 7 | SOLE DISPOSITIVE POWER |
| | - 0 - |
| 8 | SHARED DISPOSITIVE POWER |
| | 3,295,334 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 3,295,334 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN |

SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 16.8%
TYPE OF REPORTING
PERSON

OO

3

CUSIP No. 98979J109

| | | |
|---|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Noah A. Elbogen | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| | | (a) |
| | | (b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | United States of America | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER |
| | | - 0 - |
| OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER |
| | | 3,295,334 |
| PERSON WITH | 7 | SOLE DISPOSITIVE POWER |
| | | - 0 - |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 3,295,334 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES | |
| | 3,295,334 | |

CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 16.8%
TYPE OF REPORTING
PERSON

IN

4

CUSIP No. 98979J109

Item 1(a).

Name of Issuer:

Zoe's Kitchen, Inc., a Delaware corporation (the "Issuer").

Item 1(b).

Address of Issuer's Principal Executive Offices:

5760 State Highway 121, Suite 250

Plano, Texas 75024

Item 2(a).

Name of Person Filing

Item 2(b).

Address of Principal Business Office or, if None, Residence

Item 2(c).

Citizenship

Misada Capital Flagship Fund LP ("Misada Flagship")

200 S. Dwight Place

Englewood, New Jersey 07631

Citizenship: Delaware

Misada Capital Holdings LLC ("Misada Holdings")

200 S. Dwight Place

Englewood, New Jersey 07631

Citizenship: Delaware

Noah A. Elbogen ("Mr. Elbogen")

200 S. Dwight Place

Englewood, New Jersey 07631

Citizenship: United States of America

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Item 2(d).

Title of Class of Securities:

Common Stock, \$0.01 par value (the "Common Stock")

Item 2(e).

CUSIP Number:

98979J109

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

/x/Not applicable.

(a) // Broker or dealer registered under Section 15 of the Exchange Act.

(b) // Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) // Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) // Investment company registered under Section 8 of the Investment Company Act.

(e) // An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).

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(f) // An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).

(g) // A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

(h) // A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.

(i) // A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.

(j) // Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

(k) // Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4.

Ownership

(a)

Amount beneficially owned:

As of the close of business on February 26, 2018, Misada Flagship beneficially owned 3,295,334 shares of Common Stock.

Each of Misada Holdings, as the general partner of Misada Flagship, and Mr. Elbogen, as the managing member of Misada Holdings, may be deemed to beneficially own 3,295,334 shares of Common Stock directly owned by Misada Flagship.

The filing of this Schedule 13G shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the shares reported herein. Each of the Reporting Persons specifically disclaims beneficial ownership of the shares reported herein that are not directly owned by such Reporting Person except to the extent of his or its pecuniary interest therein.

(b)

Percent of class:

See Cover Pages Item 11. The percentages are based on 19,588,007 shares of Common Stock outstanding, as of February 22, 2018, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Annual Report filed on Form 10-K with the Securities and Exchange Commission on February 22, 2018.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Cover Pages Items 5-9.

(ii) Shared power to vote or to direct the vote

See Cover Pages Items 5-9.

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(iii) Sole power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

(iv) Shared power to dispose or to direct the disposition of

See Cover Pages Items 5-9.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary That Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

See Exhibit 99.1 to the Schedule 13G filed with the Securities and Exchange Commission on November 29, 2017.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10.

Certifications.

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 26, 2018

Misada Capital Flagship Fund LP

Misada Capital Holdings LLC,
By:
its general partner

By: /s/ Noah A. Elbogen
Name: Noah A. Elbogen
Title: Managing Member

Misada Capital Holdings LLC

By: /s/ Noah A. Elbogen
Name: Noah A. Elbogen
Title: Managing Member

/s/ Noah A. Elbogen
NOAH A. ELBOGEN