
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): September 30, 2016

Cosi, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	000-50052 (Commission File Number)	06-1393745 (IRS Employer Identification No.)
294 Washington Street, Suite 510 Boston, Massachusetts (Address of Principal Executive Offices)		02108 (Zip Code)

Registrant's telephone number, including area code: **(857) 415-5000**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On September 29, 2016, Cosi, Inc. (the “Company”) received notice from the Listing Qualifications Department of The Nasdaq Stock Market (“Nasdaq”) indicating that, in accordance with Listing Rules 5101, 5110(b) and IM-5101-1, Nasdaq has determined that the Company’s securities will be delisted from The Nasdaq Stock Market. Given the continued listing requirements of Nasdaq and the Company’s pending Chapter 11 cases, the Company does not plan to appeal the Nasdaq determination to delist the Company’s common stock. Accordingly, trading of the Company’s common stock will be suspended at the opening of business on October 10, 2016, and a Form 25-NSA will be filed with the Securities and Exchange Commission which will remove the Company’s securities from listing and registration on The Nasdaq Stock Market.

Nasdaq’s determination was based on the following factors: (i) the filing and associated public interest concerns raised by such filing; (ii) concern regarding the residual equity interest of the existing listed securities holders, and (iii) concerns about the Company’s ability to sustain compliance with all requirements for continued listing on The Nasdaq Stock Market. Specifically, on November 18, 2015, Nasdaq notified the Company that the bid price of its common stock had closed below \$1 per share for 30 consecutive trading days, and accordingly, that it did not comply with Listing Rule 5550(a)(2).

Nasdaq advised that an indicator will be displayed with the quotation information related to the Company’s securities on NASDAQ.com and NASDAQTrader.com and may be displayed by other third party providers of market data information. Also, Nasdaq indicated that a list of all non-compliant Nasdaq companies and the basis for such non-compliance is posted on Nasdaq’s website at listingcenter.nasdaqomx.com. The Company will be included in this list commencing two business days from the date of the Nasdaq letter.

The Company’s securities may be eligible to be quoted as an OTC security, also known as the “Pink Sheets.” To be quoted as an OTC security, a market maker must sponsor the security and comply with SEC Rule 15c2-11 before it can initiate a quote in a specific security. If the Company’s securities are delisted from The Nasdaq Stock Market, there can be no assurance that a market maker will apply to quote the Company’s common stock or that the Company’s common stock will become eligible for trading as an OTC security.

The Company’s security holders are cautioned that trading in the Company’s securities during the pendency of the Chapter 11 cases will be highly speculative and will pose substantial risks. Trading prices for the Company’s securities may bear little or no relationship to the actual recovery, if any, by holders thereof in the Company’s Chapter 11 cases. Accordingly, the Company urges extreme caution with respect to existing and future investments in its securities.

On October 3, 2016, the Company issued a press release announcing the receipt of the notice from Nasdaq. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 30, 2016, the Company announced that it has appointed Randy Kominsky, 61, President of Alliance For Financial Growth, to serve as Chief Restructuring Officer, effective Tuesday, October 4, 2016.

The terms of Mr. Kominsky's consulting agreement will be provided when finalized.

A copy of the press release, dated September 30, 2016, is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press Release of Cosi, Inc., dated October 3, 2016.

99.2 Press Release of Cosi, Inc., dated September 30, 2016.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COSI, INC.

Date: October 5, 2016.

/s/ Vicki Baue

Name: Vicki Baue

Title: V. P. & General Counsel, CCO

EXHIBIT INDEX

Exhibit No.	Description	Paper (P) or Electronic (E)
<u>99.1</u>	Press Release of Cosi, Inc., dated October 3, 2016.	E
<u>99.2</u>	Press Release of Cosi, Inc., dated September 30, 2016.	E



CONTACT:
Vicki Baue
InvestorRelations@getcosi.com
857-415-5030

Cosi, Inc. Receives Nasdaq Notice of Delisting of Company's Common Stock

Trading to be suspended at Opening of Business on October 10, 2016

BOSTON, MA, October 3, 2016 (GLOBE NEWSIRE) – Cosi, Inc. (NASDAQ: COSI), the fast-casual restaurant company, today announced that, on September 29, 2016, it received notice from the Listing Qualifications Department of The Nasdaq Stock Market indicating that, in accordance with Listing Rules 5101, 5110(b) and IM-5101-1, Nasdaq has determined that the Company's securities will be delisted from The Nasdaq Stock Market. Given the continued listing requirements of The Nasdaq Stock Market and the Company's pending Chapter 11 cases, the Company does not plan to appeal the Nasdaq determination to delist the Company's common stock. Accordingly, trading of the Company's common stock will be suspended at the opening of business on October 10, 2016, and a Form 25-NSA will be filed with the Securities and Exchange Commission, which will remove the Company's securities from listing and registration on The Nasdaq Stock Market.

The Company's securities may be eligible to be quoted as an OTC security, also known as the "Pink Sheets." To be quoted as an OTC security, a market maker must sponsor the security and comply with SEC Rule 15c2-11 before it can initiate a quote in a specific security. If the Company's securities are delisted from The Nasdaq Stock Market, there can be no assurance that a market maker will apply to quote the Company's common stock or that the Company's common stock will become eligible for trading as an OTC security.

The Company's security holders are cautioned that trading in the Company's securities during the pendency of the Chapter 11 cases will be highly speculative and will pose substantial risks. Trading prices for the Company's securities may bear little or no relationship to the actual recovery, if any, by holders thereof in the Company's Chapter 11 cases. Accordingly, the Company urges extreme caution with respect to existing and future investments in its securities.

About Cosi, Inc.

Cosi (<http://www.getcosi.com>) is an international fast casual restaurant company. At the heart of every Cosi® restaurant is an open-flame stone-hearth oven where the Cosi® signature flatbread is made from scratch throughout the day. The flatbread is made from a generations-old recipe and is part of many Cosi® favorites. Cosi® was founded on the idea that good-for-you food should be delicious. Menu items are made using fresh ingredients and distinctive sauces and spreads to create edgy flavors. The menu features made-to-order sandwiches, hand-tossed salads, bowls, breakfast wraps, melts, all natural soups, signature Squagels®, artisan flatbread pizzas, S'mores, snacks and desserts. Guests can also enjoy handcrafted beverages and a variety of coffee-based and specialty beverages.

Cosi® employees create a welcoming environment where guests are invited to relax and enjoy great food. In many cases, Cosi® is the cornerstone of the communities that they are in and take pride in supporting community organizations and local charities. There are currently 45 Company-owned and 31 franchise restaurants operating in fourteen states, the District of Columbia, Costa Rica and the United Arab Emirates.

“Cosi,” “(Sun & Moon Design)” and related marks are registered trademarks of Cosi, Inc. in the U.S.A. and certain other countries. Copyright © 2016 Cosi, Inc. All rights reserved.

“SAFE HARBOR” STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. This press release contains statements that constitute forward- looking statements under the federal securities laws. Forward-looking statements are statements about future events and expectations and not statements of historical fact. The words “believe,” “may,” “will,” “should,” “anticipate,” “estimate,” “expect,” “intend,” “objective,” “seek,” “plan,” “strive,” or similar words, or negatives of these words, identify forward- looking statements. We qualify any forward-looking statements entirely by these cautionary factors. Forward-looking statements are based on management’s beliefs, assumptions and expectations of our future economic performance, taking into account the information currently available to management. Forward-looking statements involve risks and uncertainties that may cause our actual results, performance or financial condition to differ materially from the expectations of future results, performance or financial condition we express or imply in any forward-looking statements. Factors that could contribute to these differences include, but are not limited to: the results being reported in this release are unaudited and subject to change; the cost of our principal food products and supply and delivery shortages and interruptions; labor shortages or increased labor costs; changes in demographic trends and consumer tastes and preferences, including changes resulting from concerns over nutritional or safety aspects of beef, poultry, produce, or other foods or the effects of food-borne illnesses, such as E. coli, “mad cow disease” and avian influenza or “bird flu”; competition in our markets, both in our business and in locating suitable restaurant sites; our operation and execution in new and existing markets; expansion into new markets including foreign markets; our ability to attract and retain qualified franchisees and our franchisees’ ability to open restaurants on a timely basis; our ability to locate suitable restaurant sites in new and existing markets and negotiate acceptable lease terms; the rate of our internal growth and our ability to generate increased revenue from our existing restaurants; our ability to generate positive cash flow from existing and new restaurants; fluctuations in our quarterly results due to seasonality; increased government regulation and our ability to secure required government approvals and permits; our ability to create customer awareness of our restaurants in new markets; the reliability of our customer and market studies; cost effective and timely planning, design and build out of restaurants; our ability to recruit, train and retain qualified corporate and restaurant personnel and management; market saturation due to new restaurant openings; inadequate protection of our intellectual property; our ability to obtain additional capital and financing, including debtor-in-possession (DIP) financing; our success in restructuring the Company; our success in finding a purchaser of our assets; adverse weather conditions which impact customer traffic at our restaurants; and adverse economic conditions.

Further information regarding factors that could affect our results and the statements made herein are included in our filings with the Securities and Exchange Commission.

Additional information is available on Cosi’s website at <http://www.getcosi.com> in the investor relations section.



CONTACT:
Vicki Baue
InvestorRelations@getcosi.com
857-415-5030

Cosi, Inc. Names Chief Restructuring Officer

Experienced CRO will lead restructuring efforts during bankruptcy proceedings

BOSTON, MA, September 30, 2016 /GLOBE NEWSWIRE/ -- Cosi, Inc. (NASDAQ: COSI), the fast-casual restaurant company, today announced that it has appointed Randy Kominsky of Alliance For Financial Growth to serve as Chief Restructuring Officer, effective Tuesday, October 4, 2016.

Mr. Kominsky, 61, has over 25 years of experience working with companies and creditors in Chapter 11, out-of-court restructurings, turnarounds, and crisis management. Since June 1996, he has been President of Alliance For Financial Growth and has served in the capacity of CEO, CFO, board member, and advisor to growth and troubled companies, focusing on increasing cash flows and profitability and advising on mergers and acquisitions. From May 1993 to June 1996, Mr. Kominsky was with Coopers & Lybrand (predecessor to PriceWaterhouseCoopers), where he served as the National Partner in Charge of the Bankruptcy Consulting Practice, and was the Senior Partner responsible for Chapter 11 restructurings and for developing operational, financial, and turnaround plans, financial models, and due diligence for the sale of assets or infusion of new capital. From March 1980 to May 1993, he served as the Assistant General Counsel of Ryder System, focused on maximizing the recovery for all parties in many workouts and Chapter 11 cases. Mr. Kominsky received his Juris Doctor from Temple University Beasley School of Law and his Bachelor of Business Administration from Temple University.

Mr. Kominsky will report to Patrick Bennett, Cosi's interim CEO & President, and will lead the Company's restructuring efforts during the pendency of the Chapter 11 proceedings. Mr. Kominsky's appointment and the terms of his engagement remain subject to the approval of the Bankruptcy Court.

As previously announced, Cosi and its subsidiaries filed voluntary Chapter 11 petitions in the United States Bankruptcy Court for the District of Massachusetts on September 28, 2016. The appointment of a Chief Restructuring Officer acceptable to the lenders was required by the terms of the previously disclosed non-binding Debtor-In-Possession (DIP) Financing Term Sheet dated September 28, 2016. As previously announced, in accordance with the sale process under Section 363 of the Bankruptcy Code, notice of the proposed sale to the DIP lenders or their designees will be given to third parties and competing bids will be solicited. Cosi's Board of Directors will manage the bidding process and evaluate the bids, in consultation with independent professional advisors and as overseen by the Bankruptcy Court.

Court filings and other information related to the restructuring proceedings are available on Cosi's website at www.getcosi.com.

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