
**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): **January 5, 2017**

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 1.03. Bankruptcy or Receivership.

Cosi, Inc. (the “Company”), the fast-casual restaurant company, today announced that, on January 5, 2017, it filed, in the United States Bankruptcy Court for the District of Massachusetts (Eastern Division) (the “Court”), a *Motion for Authority to Deregister Cosi, Inc. Common Stock* [Docket No. 607] (“Motion”). By this Motion, the Company is requesting the Court to issue an order authorizing the Company to deregister its common stock under Section 12 of the Securities Exchange Act of 1934, as amended. As set forth in more detail in the Order, there is no value to the Debtors’ estate in continuing to maintain the Company’s status as a publicly-traded company and, further, that deregistration will serve to afford the Debtors’ estates significant cost savings which they would otherwise incur in connection with applicable reporting and compliance requirements of the Security and Exchange Commission.

The Court has scheduled a hearing on the Motion to take place on February 15, 2017, at 10:00 a.m. (Eastern). The hearing is before the Honorable Melvin S. Hoffman, Chief United States Bankruptcy Judge, at the United States Bankruptcy Court located at Courtroom No. 2, 12th Floor of the John W. McCormack Post Office and Courthouse, 5 Post Office Square, Boston, Massachusetts. The deadline to object and/or respond to the Motion is February 1, 2017, at 4:30 p.m. (Eastern).

The foregoing description of the Motion does not purport to be complete and are qualified in their entirety by reference to the Motion, copies of which are filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated in this Item 1.03 by reference.

**ITEM 3.03. Material Modification of Rights of Security Holders.
(a), (b)**

The information set forth above in Item 1.03 of this Form 8-K regarding the *Motion for Authority to Deregister Cosi, Inc. Common Stock* [Docket No. 607] is incorporated herein by reference.

ITEM 7.01. Regulation FD Disclosure.

Additional information on the Chapter 11 Cases, including access to documents filed with the Bankruptcy Court and other general information about the Chapter 11 Cases, is available at a subscription based service known as PACER at <https://pacer.mab.uscourts.gov/cgi-bin/login.pl>.

The information in Item 7.01 of this Form 8-K is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section. The information in Item 7.01 of this Form 8-K shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing.

ITEM 9.01. Financial Statements and Exhibits.

Exhibit No.	Description	Paper (P) or Electronic (E)
4.1	<i>Motion for Authority to Deregister Cosi, Inc. Common Stock</i> [Docket No. 607]	E

Signatures

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.

Date: January 6, 2017.

Cosi, Inc.

/s/ Vicki Baue

Name: Vicki Baue

Title: V. P. & General Counsel, CCO

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Paper (P) or Electronic (E)</u>
4.1	<i>Motion for Authority to Deregister Cosi, Inc. Common Stock</i> [Docket No. 607]	E

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)

In re:

COSI, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-13704-MSH

(Jointly Administered)

**MOTION OF THE DEBTORS FOR AUTHORITY
TO DEREGISTER COSI, INC. COMMON STOCK**

NOW COME Cosi, Inc. (“COSI”), Xando Cosi of Maryland, Inc. (“Xando”), Cosi

Sandwich Bar, Inc. (“CSB”), Hearthstone Associates, LLC (“HALLC”), and Hearthstone Partners, LLC (“HPLLC”; collectively, with COSI, Xando, CSB, and HALLC, the “Debtors”), and, pursuant to 11 U.S.C. §§ 105(a), hereby request (the “Motion”) that this Court authorize the Debtor Cosi, Inc. to deregister its common stock (the “Common Stock”) under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). As set forth in more detail herein, the Debtors believe, in their sound business judgment, that there is no value to the Debtors’ estates in continuing to maintain COSI’s status as a publicly-traded company and, further, that deregistration will serve to afford the Debtors’ estates significant cost savings which they would otherwise incur in connection with applicable Securities and Exchange Commission (“SEC”) reporting and compliance requirements.

In support of this Motion, the Debtors state as follows:

¹ The Debtors in these Chapter 11 cases are Cosi, Inc. (Case No. 16-13704-MSH), Xando Cosi of Maryland, Inc. (Case No. 16-13706-MSH), Cosi Sandwich Bar, Inc. (Case No. 16-13705-MSH), Hearthstone Associates, LLC (Case No. 16-13707-MSH), and Hearthstone Partners, LLC (Case No. 16-13708-MSH). The Debtors’ corporate offices are located at 294 Washington Street, Suite 510, Boston, Massachusetts 02108. The cases are jointly administered under the Cosi, Inc. case number.

Jurisdiction and Venue

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b).
2. The statutory predicate for the relief sought herein is 11 U.S.C. §§ 105(a).

Relevant Background

A. Bankruptcy Case Background.

3. On September 28, 2016 (the "Petition Date"), each of the Debtors filed a voluntary petition with this Court for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code").
4. The Debtors continue to operate their business and manage their assets as debtors-in-possession pursuant to 11 U.S.C. §§ 1107 and 1108.
5. No trustee or examiner has been requested or appointed in these cases. On October 6, 2016, the Office of the United States Trustee filed the Appointment of the Official Committee of Unsecured Creditors and appointed an unsecured creditors' committee (the "Committee").

B. The Debtors.

6. The Debtors operate an international fast casual restaurant company specializing in a variety of made-to-order hot and cold sandwiches, salads, bowls, breakfast wraps, "Squagels®" (square bagels), melts, soups, flatbread pizzas, S'mores, snacks, desserts, and a large offering of handcrafted, coffee-based, and specialty beverages.
7. As of the date hereof, the Debtors operate restaurants at approximately 44 company-owned locations in multiple states, including Massachusetts, Connecticut, New Jersey, New York, Maryland, Virginia, Pennsylvania, Illinois, Wisconsin, and Michigan.

8. Earlier in the cases, the Debtors initially proposed to sell all of the Debtors' assets to the Debtors' debtor-in-possession lenders as the stalking horse bidder, or another bidder to be determined after an auction. On October 18, 2016, the Debtors entered into an Asset Purchase Agreement (collectively with the amendments thereto, the "APA") with LIMAB, LLC ("LIMAB"), as stalking horse bidder, dated October 18, 2016. LIMAB, as stalking horse bidder, submitted the only bid for the Debtors' assets prior to the November 28, 2016 bid deadline, and, as a result, the Debtors subsequently cancelled the auction.

9. As of the date hereof, LIMAB is operating the Debtors' business pursuant to the Court-approved Interim Operating Agreement effective December 21, 2016.

C. Background Regarding this Motion.

10. COSI is a publicly traded company and prior to the Petition Date was listed on the NASDAQ exchange under the Symbol "COSI."

11. Prior to the Petition Date, COSI was current on all of its reporting obligations to the SEC.

12. NASDAQ automatically delisted COSI after the Petition Date. On or about November 10, 2016, NASDAQ filed a Form 25, entitled *Notification of Removal from Listing and/or Registration Under Section 12(b) of the Securities Exchange Act of 1934*, a copy of which filing is attached hereto as **Exhibit A**.

13. During the Debtors' cases, the Debtors have filed multiple Current Reports on Form 8-K with the SEC in order to keep shareholders and the SEC apprised of significant events impacting the Debtors throughout these cases.

14. On or about November 10, 2016, the Debtors notified the SEC by filing a Form 12b-25 of the Debtors' inability due to the demands of the bankruptcy cases to file the quarterly report on Form 10-Q due in November of 2016, which Form would have reported an estimate of third quarter 2016 results of operations compared to third quarter 2015 results.

Relief Requested

15. By this Motion, the Debtors hereby request the authority to deregister COSI's Common Stock under Section 12 of the Exchange Act.

16. In order to deregister, COSI is required to file an SEC Form 15, a copy of which Form is attached as **Exhibit B**. Once filed, deregistration is automatically effective.

17. By deregistering, COSI will no longer be required to have audited financials for SEC purposes (although COSI may continue to maintain audited financials for financing or other purposes). In addition, COSI will no longer be required to file periodic reports with the SEC, including quarterly reports on Form 10-Q, the annual report on Form 10-K, and Current Reports on Form 8-K.

18. The cessation of reporting to the SEC and related compliance will ease significant administrative and financial burdens on the Debtors. The Debtors budgeted in excess of \$500,000 in 2016 regarding SEC compliance and reporting obligations, including legal, accounting, audit, administrative, and other professional expenses. As a result, deregistration will afford the Debtors significant cost savings in 2017.

19. In addition to affording significant cost savings related to SEC requirements, the Debtors believe, in their sound business judgment, that there is no value to the Debtors' estates in continuing to maintain COSI's status as a publicly-traded company.

20. For the avoidance of doubt, the shareholders of the Common Stock will retain all shareholder interests. Deregistration simply means that COSI will no longer be a public company.

21. The Debtors have confirmed with LIMAB, which, subject to Court approval, will acquire substantially all of the Debtors' assets through a Chapter 11 plan or Bankruptcy Code § 363 sale, that LIMAB has no objection to the Debtors' deregistering as contemplated herein.

22. For the foregoing reasons, the Debtors believe that deregistration of the Common Stock is in the best interest of the Debtors' estate and their creditors.

Notice

20. The Debtors will serve a copy of this Motion on: (a) the Office of the United States Trustee for Region One; (b) counsel to LIMAB; (c) all creditors listed on the Debtors' Schedules, as amended; (d) the Securities and Exchange Commission; (e) the Office of the Attorney General for each of the states where the Debtors operate or operated; (f) the Internal Revenue Service and all other known taxing authorities in the states where the Debtors operate or operated; (g) the United States Department of Justice; (h) counsel to the Committee; and (i) any party which has filed, prior to the date of filing this Motion, a request for service of pleadings in this case.

21. The Debtors will utilize the standard "shareholder notice" measures for public companies in order to provide notice of the relief requested in this Motion to holders of shares of Common Stock. Specifically, within four (4) business days of filing this Motion, the Debtors will file a Current Report on Form 8-K with the SEC. This is the method by which public companies, including the Debtors, typically communicate information with shareholders in a consistent and cost-effective manner.²

22. For the avoidance of doubt, as noted above, the Debtors assert that nothing herein is intended to cancel or alter the rights of shareholders with respect to their stock interests in COSI. Such rights will be treated in the Debtors' proposed Chapter 11 plan in accordance with applicable provisions of the Bankruptcy Code.

² The Debtors estimate that the estates would likely incur costs in the range of approximately \$15,000 - \$20,000 in order to mail a copy of this Motion to all shareholders. The Debtors believe that expense is unwarranted.

23. The Debtors will continue to be available to address shareholder inquiries related to this Motion or the Debtors' bankruptcy cases generally.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that this Court enter an Order (i) authorizing the Debtor Cosi, Inc. to deregister its Common Stock under Section 12 of the Exchange Act and (ii) granting such other and further relief as is just under the circumstances.

Respectfully submitted,

COSI, INC., *ET AL.*

By their counsel,

/s/ Kate P. Foley

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Dated: January 5, 2017

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(EASTERN DIVISION)

In re:

COSI, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-13704-MSH

(Jointly Administered)

ORDER AUTHORIZING DEBTORS TO DEREGISTER COSI, INC. COMMON STOCK

Upon consideration of the *Motion of the Debtors for Authority to Deregister Cosi, Inc. Common Stock* (the "Motion"); the Court having reviewed the Motion; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of these chapter 11 cases in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and (d) notice of the Motion was sufficient under the circumstances; the Court determining that the legal and factual bases set forth in the Motion establish just cause for the relief granted by this Order; and it appearing that the relief requested is in the best interest of the Debtors' estates, their creditors and other parties in interest;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED in its entirety.

¹ The Debtors in these Chapter 11 cases are Cosi, Inc. (Case No. 16-13704-MSH), Xando Cosi of Maryland, Inc. (Case No. 16-13706-MSH), Cosi Sandwich Bar, Inc. (Case No. 16-13705-MSH), Hearthstone Associates, LLC (Case No. 16-13707-MSH), and Hearthstone Partners, LLC (Case No. 16-13708-MSH). The Debtors' corporate offices are located at 294 Washington Street, Suite 510, Boston, Massachusetts 02108. The cases are jointly administered under the Cosi, Inc. case number.

2. The Debtors are hereby authorized to take the actions they deem necessary in order to deregister the common stock of Cosi, Inc. under the Exchange Act.²

Dated: _____, 2017

Honorable Melvin S. Hoffman
Chief United States Bankruptcy Judge

² Unless otherwise defined herein, initially capitalized terms shall have the meanings ascribed to them in the Motion.