

NOODLES & Co
Form 4
May 15, 2017

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 *
Dahnke Scott Arnold

(Last) (First) (Middle)
599 WEST PUTNAM AVENUE
(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NOODLES & Co [NDLS]

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2017

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)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/11/2017		J ⁽¹⁾		19,230 ⁽²⁾	A	\$ 0	24,326	I	See Footnote <u>(2)</u>
Class A Common Stock								11,087,757	I	See Footnote <u>(3)</u>

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

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SEC 1474 (9-02)

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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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans (Instr...)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dahnke Scott Arnold 599 WEST PUTNAM AVENUE GREENWICH, CT 06830	X	X		

Signatures

/s/ Paul A. Strasen, attorney
in fact
05/15/2017

**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) This grant is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), pursuant to Rule 16b-3(d) of the Exchange Act, as the Restricted Stock Units ("RSUs") were granted pursuant to a plan approved by the board of directors of Noodles & Company (the "Company").
- Grant of RSUs to Catterton Management Company, L.L.C., constituting half of Scott Dahnke's and Andrew Taub's annual compensation for serving as members of the Company's board of directors, which Mr. Dahnke and Mr. Taub were legally obligated to direct to Catterton Management Company, L.L.C. Mr. Taub has no direct pecuniary interest in the shares. Each RSU represents the right to receive
- (2) one share of the Company's Class A common stock, and the RSUs settled in shares of the Company's Class A common stock on the date of the grant. Mr. Dahnke may be deemed to share voting and dispositive power with respect to the securities held by Catterton Management Company, L.L.C. Mr. Dahnke expressly disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
- Represents shares of the Issuer held by Catterton-Noodles, LLC. CP6 Management, L.L.C. is the manager of Catterton-Noodles, LLC. Scott A. Dahnke is a Managing Member of CP6 Management, L.L.C. By virtue of these relationships, Mr. Dahnke may be deemed to
- (3) share voting and dispositive power with respect to the shares of Class A common stock held by Catterton-Noodles, LLC. Each of CP6 Management, L.L.C. and Mr. Dahnke expressly disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

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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