

**NOODLES & CO**  
Reported by  
**CATTERTON-NOODLES, LLC**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/09/17 for the Period Ending 02/09/17

Address	520 ZANG ST., SUITE D BROOMFIELD, CO 80021
Telephone	7202141921
CIK	0001275158
Symbol	NDLS
SIC Code	5812 - Eating Places
Industry	Restaurants & Bars
Sector	Consumer Cyclical
Fiscal Year	01/03

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Catterton-Noodles, LLC</b>  (Last) (First) (Middle)  <b>599 WEST PUTNAM AVENUE</b>  (Street)  <b>GREENWICH, CT 06830</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>NOODLES &amp; Co [ NDLS ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/9/2017</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  ___ Director <input checked="" type="checkbox"/> 10% Owner ___ Officer (give title below)            ___ Other (specify below)
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  ___ Form filed by One Reporting Person <input checked="" type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<b>Series A Convertible Preferred Stock</b>	(1)	2/9/2017		P (2)		18500		2/9/2017	(3)	Class A Common Stock	4252873	\$1000	4252873	I (4)	<b>Catterton-Noodles, LLC</b>
<b>Warrants to Purchase Class A Common Stock</b>	\$4.35	2/9/2017		P (2)		1913792		8/9/2017	2/9/2022	Class A Common Stock	1913792	\$0	1913792	I (4)	<b>Catterton-Noodles, LLC</b>

**Explanation of Responses:**

- ( Each share of Series A Convertible Preferred Stock is convertible at any time at a conversion price of \$4.35, or approximately 229.8850 shares of Class A 1) Common Stock per share of Series A Convertible Preferred Stock.
- ( On February 8, 2017, Noodles & Company and Catterton-Noodles, LLC ("Catterton Noodles") entered into a Securities Purchase Agreement, pursuant to 2) which Catterton Noodles acquired the securities reported on this Form 4.
- ( The shares of Series A Convertible Preferred Stock have no expiration date. 3)
- ( The securities reported on this Form 4 are held of record by Catterton Noodles. CP Management 6, L.L.C. ("CP6") is the manager of Catterton Noodles. The 4) management of CP6 is controlled by a managing board. J. Michael Chu and Scott A. Dahnke are the members of the management board of CP6.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Catterton-Noodles, LLC</b> <b>599 WEST PUTNAM AVENUE</b> <b>GREENWICH, CT 06830</b>		X		
<b>Dahnke Scott Arnold</b> <b>599 WEST PUTNAM AVENUE</b> <b>GREENWICH, CT 06830</b>	X	X		
<b>Chu James Michael</b> <b>599 WEST PUTNAM AVENUE</b> <b>GREENWICH, CT 06830</b>		X		
<b>CP6 Management, L.L.C.</b> <b>599 WEST PUTNAM AVENUE</b>		X		

**Signatures**

/s/ J. Michael Chu

\*\*Signature of Reporting Person

2/9/2017

Date

/s/ Scott A. Dahnke

\*\*Signature of Reporting Person

2/9/2017

Date

/s/ Scott A. Dahnke (Authorized Person for CP6 Management, L.L.C.)

\*\*Signature of Reporting Person

2/9/2017

Date

/s/ Scott A. Dahnke (Authorized Person for Catterton-Noodles, LLC)

\*\*Signature of Reporting Person

2/9/2017

Date

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

\* 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).

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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