

**NOODLES & CO**  
Reported by  
**ARGENTIA PRIVATE INVESTMENTS INC.**

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

Filed 05/15/17 for the Period Ending 05/11/17

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>PUBLIC SECTOR PENSION INVESTMENT BOARD</b>  (Last) (First) (Middle)  <b>1250 RENE-LEVESQUE BLVD WEST, SUITE 1400</b>  (Street)  <b>MONTREAL, A8 H3B 65E9</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>NOODLES &amp; Co [ NDLS ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/11/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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				
Class A Common Stock	5/11/2017		J	(1)	9615	(2)	A	(3)	6754375	I	See Footnotes (4)(5)

**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				

**Explanation of Responses:**

- (1) This grant to Francois Dufresne 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").
- (2) Mr. Dufresne is legally obligated to direct the shares to Argentia Private Investments Inc. Mr. Dufresne has no direct pecuniary interest in the shares. Each RSU represents the right to receive 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.
- (3) Not applicable.
- (4) Shares are owned directly by Argentia Private Investments Inc., which is a wholly owned subsidiary of Public Sector Pension Investment Board ("PSPIB"). PSPIB is an indirect beneficial owner of the reported securities.
- (5) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

**Remarks:**

Exhibit 99.1 - Joint Filer Information, filed herewith and incorporated by reference herein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>PUBLIC SECTOR PENSION INVESTMENT BOARD</b> <b>1250 RENE-LEVESQUE BLVD WEST</b> <b>SUITE 1400</b> <b>MONTREAL, A8 H3B 65E9</b>		<b>X</b>		
<b>Argentia Private Investments Inc.</b>				

1250 RENE LEVESQUE BOULEVARD WEST SUITE 1400 MONTREAL, A8 H3B 65E9		X		
Dufresne Francois C/O NOODLES & COMPANY 520 ZANG STREET, SUITE D BROOMFIELD, CO 80021	X			

**Signatures**

/s/ Michael Hassan, Vice-President and Divisional General Counsel

5/15/2017

—Signature of Reporting Person

Date

/s/ Selin Bastin, Vice-President and Divisional General Counsel

5/15/2017

—Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Joint Filer Information

Name of Joint Filer: Argentia Private Investments Inc.

Address of Joint Filer: c/o Public Sector Pension Investment Board  
1250 René Lévesque Boulevard West, Suite 1400  
Montréal, Québec H3B 6S6E9 Canada

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: Noodles & Company [NDLS]

Date of Earliest Transaction Required to be Reported  
(Month/Day/Year): 5/11/2017

Designated Filer: Public Sector Pension Investment Board

Dated: May 15, 2017

Signature:

Argentia Private Investments Inc.

By: /s/ Michaël Hassan

Name: Michaël Hassan  
Title: Assistant-Secretary

By: /s/ Selin Bastin

Name: Selin Bastin  
Title: Vice-President and Divisional General  
Counsel

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Joint Filer Information

Name of Joint Filer: François Dufresne

Address of Joint Filer: c/o Noodles & Company  
520 Zang Street, Suite D  
Broomfield, CO 80021

Relationship of Joint Filer to Issuer: Director

Issuer Name and Ticker or Trading Symbol: Noodles & Company [NDLS]

Date of Earliest Transaction Required to be Reported  
(Month/Day/Year): 5/11/2017

Designated Filer: Public Sector Pension Investment Board

Dated: May 15, 2017

Signature:

/s/ François Dufresne

Name: François Dufresne

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