

**NOODLES & CO**  
Reported by  
**MURPHY PAUL J B III**

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

Filed 07/11/17 for the Period Ending 07/10/17

Address	520 ZANG ST., SUITE D BROOMFIELD, CO 80021
Telephone	7202141921
CIK	0001275158
Symbol	NDLS
Fiscal Year	01/03

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>MURPHY PAUL J B III</b>			<b>NOODLES &amp; Co [ NDLS ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>520 ZANG ST., UNIT D</b>			<b>7/10/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>BROOMFIELD, CO 80021</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**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	7/10/2017		A		150000 (1)	A	\$0	150000	D	

**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				
Stock Option (Right to Buy)	\$4.1	7/10/2017		A		100000		(2)	7/10/2027	Class A Common Stock	100000.0	\$0	100000	D	
Restricted Stock Units	(3)	7/10/2017		A		50000		(3)	(3)	Class A Common Stock	50000.0	\$0	50000	D	

### Explanation of Responses:

- Award of Restricted Stock Units ("RSUs") received on July 10, 2017. Each RSU represents a right to receive one share of Noodles & Company Class A common stock. The RSUs vest in four equal annual installments beginning on July 10, 2018.
- These options vest 25% per year beginning one year after the transaction date.
- Each RSU represents a right to receive one share of Noodles & Company's Class A common stock. These restricted stock unites are subject to performance-based vesting conditions linked to Noodles & Company's share price for the period of July 10, 2017 through December 31, 2020 (the "Performance Period"). If Noodles & Company's shares attain a \$15 per share average closing price for two consecutive calendar quarters or certain price targets are achieved in connection with a change in control during the Performance Period, then 100% of such RSU's granted will vest.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MURPHY PAUL J B III</b> <b>520 ZANG ST., UNIT D</b> <b>BROOMFIELD, CO 80021</b>	X			

### Signatures

/s/ Paul A Strasen, attorney in fact

7/11/2017

\*\*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.