

NOODLES & CO
Reported by
CATTERTON-NOODLES, LLC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/12/17 for the Period Ending 04/12/17

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

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

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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)		
Catterton-Noodles, LLC			NOODLES & Co [NDLS]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
599 WEST PUTNAM AVNUE			4/12/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
GREENWICH, CT 06830						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	4/12/2017		C		4252873	A	(1)	11087757	D (2)	

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				
Series A Convertible Preferred Stock	(1)	4/12/2017		C		18500		2/9/2017	(3)	Class A Common Stock	4252873	(4)	0	D (2)	

Explanation of Responses:

- Pursuant to its rights under the Securities Purchase Agreement by and among the Company and Catterton-Noodles, LLC ("Catterton Noodles"), the Company issued a conversion notice causing all shares of Series A Convertible Preferred Stock ("Preferred Stock") held by Catterton Noodles to be automatically converted into shares of the Company's Class A Common Stock, effective April 12, 2017. Each share of Preferred Stock is convertible at a conversion price of \$4.35, or approximately 229.8850 shares of Class A Common Stock per share of Preferred Stock.
- The securities reported on this Form 4 are held of record by Catterton Noodles. CP6 Management, L.L.C. ("CP6") is the manager of Catterton Noodles. The management of CP6 is controlled by a management board. J. Michael Chu and Scott A. Dahnke are the members of the management board of CP6.
- The shares of Preferred Stock have no expiration date.
- Not applicable.

Reporting Owners

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

Signatures

(J. Michael Chu)

—**Signature of Reporting Person

4/12/2017

—Date

(Scott A. Dahnke)

—**Signature of Reporting Person

4/12/2017

—Date

(Authorized Person for CP6 Management, L.L.C.)

—**Signature of Reporting Person

4/12/2017

—Date

(Authorized Person for Catterton-Noodles, LLC)

—**Signature of Reporting Person

4/12/2017

—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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