

NOODLES & Co
Form 4
February 09, 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 *
Catterton-Noodles, LLC

(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)
02/09/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
___X___ 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)
				(A) or (D)	Code V Amount (D) Price		

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		Code	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	An Nu Sha
				(A)	(D)				
Series A Convertible Preferred Stock	(1)	02/09/2017	P(2)	18,500		02/09/2017	(3)	Class A Common Stock	4,
Warrants to Purchase Class A Common Stock	\$ 4.35	02/09/2017	P(2)	1,913,792		08/09/2017	02/09/2022	Class A Common Stock	1,

Reporting Owners

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

Signatures

/s/ J. Michael Chu	02/09/2017
__Signature of Reporting Person	Date
/s/ Scott A. Dahnke	02/09/2017
__Signature of Reporting Person	Date
/s/ Scott A. Dahnke (Authorized Person for CP6 Management, L.L.C.)	02/09/2017
__Signature of Reporting Person	Date
/s/ Scott A. Dahnke (Authorized Person for Catterton-Noodles, LLC)	02/09/2017
__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) 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 Common Stock per share of Series A Convertible Preferred Stock.

(2) On February 8, 2017, Noodles & Company and Catterton-Noodles, LLC ("Catterton Noodles") entered into a Securities Purchase Agreement, pursuant to which Catterton Noodles acquired the securities reported on this Form 4.

(3) The shares of Series A Convertible Preferred Stock have no expiration date.

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

(4) Catterton Noodles. The 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.

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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