

NOODLES & Co
Form 4
April 12, 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

2. Issuer Name and Ticker or Trading Symbol
NOODLES & Co [NDLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

599 WEST PUTNAM AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2017

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

GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock | 04/12/2017 | | C | 4,252,873 A | 11,087,757 | D | (2) |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 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 Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Series A Convertible Preferred Stock | <u>(1)</u> | 04/12/2017 | | C | 18,500 | 02/09/2017 <u>(3)</u> | Class A Common Stock 4,252,87 |

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) | 04/12/2017 |
| __Signature of Reporting Person | Date |
| (Scott A. Dahnke) | 04/12/2017 |
| __Signature of Reporting Person | Date |
| (Authorized Person for CP6 Management, L.L.C.) | 04/12/2017 |
| __Signature of Reporting Person | Date |
| (Authorized Person for Catterton-Noodles, LLC) | 04/12/2017 |
| __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).

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

(1) 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

(2) 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.

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

(4) Not applicable.

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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