NOODLES & Co Form 4 December 12, 2013

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Catterton-Noodles, LLC

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

599 WEST PUTNAM

(Middle)

NOODLES & Co [NDLS] 3. Date of Earliest Transaction

(Month/Day/Year) 12/11/2013

Director X 10% Owner Other (specify Officer (give title

(Check all applicable)

AVENUE. SUITE 200

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

below)

GREENWICH, CT 06830

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) Transaction Disposed of (D) Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

(Zip)

Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of Ownership Form: Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code V Amount

Reported (A) Transaction(s) or (D) Price

(I) (Instr. 4)

(Instr. 3 and 4)

Class A Common Stock

12/11/2013

S 2,145,264

8,356,136

 $D^{(1)}$

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date	Expiration		or		
							Date		Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
F •- · g • ·· · · ·	Director	10% Owner	Officer	Other			
Catterton-Noodles, LLC 599 WEST PUTNAM AVENUE SUITE 200 GREENWICH, CT 06830		X					
CP6 Management, L.L.C. 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					
Signatures							

/s/ Paul Strasen, attorney 12/12/2013 in fact

**Signature of Reporting Person

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).

Represents shares of the Issuer held by Catterton-Noodles, LLC. CP6 Management, L.L.C. is the manager of Catterton-Noodles, LLC. J. Michael Chu and Scott A. Dahnke are each a Managing Member of CP6 Management, L.L.C. By virtue of these relationships, each of

(1) CP6 Management, L.L.C. and Messrs. Chu and Dahnke may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by the Catterton-Noodles, LLC. Each of CP6 Management, L.L.C. and Messrs. Chu and Dahnke expressly disclaims beneficial ownership of such securities, except to the extent of his or its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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