

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Hermann Charles</u> (Last) (First) (Middle) <u>520 ZANG ST, SUITE D</u> (Street) <u>BROOMFIELD CO 80021</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NOODLES & Co [NDLS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Brand Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/29/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Class A Common Stock</u>	<u>06/29/2018</u>		<u>A</u>		<u>8,130⁽¹⁾</u>	<u>A</u>	<u>\$0</u>	<u>43,130</u>	<u>D</u>	

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 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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
<u>Stock Option (Right to Buy)</u>	<u>\$12.3</u>	<u>06/29/2018</u>		<u>A</u>		<u>14,419</u>		<u>(2)</u>	<u>06/29/2028</u>	<u>Class A Common Stock</u>	<u>14,419</u>	<u>\$0</u>	<u>14,419</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(3)</u>	<u>06/29/2018</u>		<u>A</u>		<u>7,518</u>		<u>(3)</u>	<u>(3)</u>	<u>Class A Common Stock</u>	<u>7,518</u>	<u>\$0</u>	<u>7,518</u>	<u>D</u>	

Explanation of Responses:

- Award of Restricted Stock Units ("RSUs") received on June 29th, 2018. 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 June 29th, 2019.
- These options vest in four equal annual installments beginning on June 29th, 2019.
- Each RSU represents a right to receive one share of Noodles & Company's Class A common stock. These restricted stock units are subject to performance-based vesting conditions linked to Noodles & Company's Same Store Sales and Adjusted EBITDA targets through December 31, 2020 (the "Performance Period").

Remarks:

/s/ Dave Boennighausen,
attorney in fact

07/03/2018

** 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.

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