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

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): December 6, 2019

NOODLES & COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-35987
(Commission File Number)

84-1303469
(I.R.S. Employer
Identification No.)

520 Zang Street, Suite D
Broomfield, CO
(Address of principal executive offices)

80021
(Zip
Code)

Registrant's Telephone Number, Including Area Code: (720) 214-1900

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Class A common stock

Trading Symbol(s)
NDLS

Name of each exchange on which registered
Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 9, 2019, Noodles & Company (the “Company”) announced that on December 6, 2019, the Board of Directors of the Company (the “Board”) appointed Stacey Pool, 43, as Chief Marketing Officer of the Company, effective December 30, 2019. Ms. Pool will be responsible for leading the Company’s marketing operations. She will report directly to Chief Executive Officer Dave Boennighausen. The Company’s press release announcing Ms. Pool’s appointment is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In connection with her appointment as Chief Marketing Officer, the Company entered into an offer letter with Ms. Pool, dated December 4, 2019 (the “Offer Letter”). The Offer Letter provides that, upon commencement of her employment with the Company, Ms. Pool will receive the following compensation and benefits as Chief Marketing Officer: (i) an annual base salary of \$325,000; (ii) an annual bonus opportunity with a target amount equal to 60% of Ms. Pool’s base salary, with the actual bonus amount to be based upon achievement of Company and individual performance targets; (iii) a signing bonus of \$100,000; and (iv) an initial equity grant valued at \$150,000, to be granted on the effective date of Ms. Pool’s employment with the Company, which will be comprised of equal amounts of nonqualified stock options, which will vest in four annual ratable installments, restricted stock units, which will vest in four annual ratable installments, and performance-based restricted stock units, which will vest in their entirety on the third anniversary of the grant date. Ms. Pool will participate in the Company’s Equity Incentive Plan, pursuant to which she may be entitled receive an annual equity grant determined by and subject to the approval of the Company’s compensation committee. In addition, Ms. Pool’s first annual equity grant, which remains subject to change and approval by the compensation committee, is currently expected to be valued at \$300,000 and to be comprised of equal amounts of nonqualified stock options, which will vest in four annual ratable installments, restricted stock units, which will vest in four annual ratable installments, and performance-based restricted stock units, which will vest in their entirety on the third anniversary of the grant date.

Ms. Pool is joining the Company with extensive leadership experience and expertise in marketing with over 20 years of experience in marketing leadership roles. She most recently served as Senior Vice President, Corporate Marketing at Vail Resorts, Inc. (NYSE: MTN), a mountain resort operator, from April 2019 to December 2019, where she successfully led her team to deliver double-digit revenue growth by advancing guest segmentation and personalization capabilities, improving brand awareness, and executing fully integrated marketing campaigns. Prior to that, she served in various senior leadership roles within Vail Resorts, Inc. from June 2010 to April 2019, including Vice President, Chief of Staff to CEO from June 2018 to April 2019; Vice President, Corporate Marketing and Digital Experience from February 2016 to June 2018; and Senior Director, Digital Experience from October 2014 to February 2016. From June 2004 to June 2010, she served in various management roles at Nike, Inc. (NYSE: NKE) where she defined the vision and strategy for the NIKEiD.com digital experience. Ms. Pool earned her Bachelor of Science degree in Business Administration from the University of Arizona.

There were no arrangements or understandings between Ms. Pool and any other person pursuant to which Ms. Pool was selected as an officer. There are no family relationships between Ms. Pool and any director or executive officer of the Company required to be disclosed under Item 401(d) of Regulation S-K, and he does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
99.1	Noodles & Company Press Release dated December 9, 2019

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Noodles & Company

DATE: December 9, 2019

By: /s/ KEN KUICK
Name: Ken Kuick
Title: Chief Financial Officer



Stacey Pool Named Chief Marketing Officer at Noodles & Company

BROOMFIELD, Colo., December 9, 2019 (Globe Newswire) - Noodles & Company (NASDAQ: NDLS) today announced that Stacey Pool has been named Chief Marketing Officer, effective December 30, 2019. She will report directly to Chief Executive Officer Dave Boennighausen.

“We are delighted to welcome Stacey Pool to the Noodles Team,” said Dave Boennighausen, Chief Executive Officer. “As a highly skilled marketing leader, Stacey has a strong track record of utilizing guest and business insights to create targeted and personalized marketing strategies, and brings with her deep digital experience across multiple industries. We believe she is a great fit for Noodles as we continue to position our brand for sustained top-line growth and margin expansion.”

Prior to joining Noodles, Ms. Pool held a variety of leadership roles at Vail Resorts, Inc., a premier mountain resort company, including leading the company’s industry-leading season pass efforts and the introduction of the first digital mountain assistant. In her most recent role as Senior Vice President of Corporate Marketing, she successfully led her team to deliver double-digit revenue growth by advancing guest segmentation and personalization capabilities, improving brand awareness, and executing fully integrated marketing campaigns. Before joining Vail Resorts, Ms. Pool was at Nike, Inc., where she defined the vision and strategy for the NIKEiD.com digital experience.

“I am thrilled to be joining Noodles & Company at this exciting time” said Ms. Pool. “As a longtime fan and guest, I have witnessed firsthand the recent evolution of the brand and I look forward to working with the team to expand the company’s visibility and reach its potential.”

About Noodles & Company

Since 1995, Noodles & Company has been serving noodles your way, from noodles and flavors that you know and love, to new ones you’re about to discover for the first time. From indulgent Wisconsin Mac & Cheese to good-for-you Zoodles, Noodles serves a world of flavor in every bowl. Made up of more than 450

restaurants and 10,000 passionate team members, Noodles is dedicated to nourishing and inspiring every guest who walks through the door. To learn more or find the location nearest you, visit www.noodles.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties such as expectations regarding the execution of our strategy and potential future growth. In some cases, you can identify forward-looking statements by terms such as “may,” “might,” “will,” “objective,” “intend,” “should,” “could,” “can,” “would,” “expect,” “believe,” “design,” “estimate,” “predict,” “potential,” “plan” or the negative of these terms and similar expressions intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are based on currently available operating, financial and competitive information. Examples of forward-looking statements include all matters that are not historical facts, such as statements regarding the implementation and results of strategic initiatives and our future financial performance. Our actual results may differ materially from those anticipated in these forward-looking statements due to reasons including, but not limited to, our ability to achieve and maintain increases in comparable restaurant sales and to successfully execute our business strategy, including new restaurant initiatives and operational strategies to improve the performance of our restaurant portfolio; our ability to maintain compliance with debt covenants and continue to access financing necessary to execute our business strategy; the success of our marketing efforts; our ability to open new restaurants on schedule; current economic conditions; price and availability of commodities; our ability to adequately staff our restaurants; changes in labor costs; consumer confidence and spending patterns; consumer reaction to industry related public health issues and perceptions of food safety; seasonal factors; and weather. For additional information on these and other factors that could affect the Company’s forward-looking statements, see the Company’s risk factors, as they may be amended from time to time, set forth in its filings with the SEC, included in our Annual Report on Form 10-K for the fiscal year ended January 1, 2019 filed on March 15, 2019. The Company disclaims and does not undertake any obligation to update or revise any forward-looking statement in this press release, except as may be required by applicable law or regulation.

Contacts:

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