

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>Mill Road Capital II, L.P.</u> (Last) (First) (Middle) 382 GREENWICH AVENUE SUITE ONE (Street) GREENWICH CT 06830 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NOODLES & Co [NDLS]</u> 3. Date of Earliest Transaction (Month/Day/Year) 05/11/2017 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, \$0.01 par value	05/11/2017		A		10,416	A	\$0.00	10,416	D ⁽¹⁾	
Class A Common Stock, \$0.01 par value								8,873,240	D ⁽²⁾	

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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Mill Road Capital II, L.P.
 (Last) (First) (Middle)
 382 GREENWICH AVENUE
 SUITE ONE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Mill Road Capital II GP LLC
 (Last) (First) (Middle)
 382 GREENWICH AVENUE
 SUITE ONE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
LYNCH THOMAS E
 (Last) (First) (Middle)

382 GREENWICH AVENUE
SUITE ONE

(Street)
GREENWICH CT 06830
(City) (State) (Zip)

1. Name and Address of Reporting Person*

Scharfman Scott

(Last) (First) (Middle)
382 GREENWICH AVENUE
SUITE ONE
(Street)
GREENWICH CT 06830
(City) (State) (Zip)

Explanation of Responses:

1. Grant of Restricted Stock Units ("RSUs") to Mr. Lynch as compensation for serving as a member of the issuer's board of directors. Each RSU represents the right to receive one share of the issuer's Class A common stock, and the RSUs were fully vested on the date of grant. The right to receive the economic value of the RSUs has been assigned to Mill Road Capital Management LLC, an affiliate of the Reporting Persons. Mill Road Capital Management LLC does not have beneficial ownership of such shares. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

2. The shares reported are directly beneficially owned by Mill Road Capital II, L.P. (the "Fund"). Mill Road Capital II GP LLC (the "GP") is the sole general partner of the Fund and has sole authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the Fund. Each of Messrs. Lynch and Scharfman is a management committee director of the GP and has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the GP. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

Remarks:

Mill Road Capital II, L.P., Mill Road Capital II GP LLC and Messrs. Lynch and Scharfman are ten percent beneficial owners of the issuer. Mr. Lynch is also a director of the issuer.

/s/ Scott P. Scharfman,
Management Committee
Director of sole general partner 05/15/2017
on behalf of Mill Road Capital
II, L.P.
/s/ Scott P. Scharfman,
Management Committee 05/15/2017
Director on behalf of Mill
Road Capital II GP LLC
/s/ Scott P. Scharfman on
behalf of Thomas E. Lynch by 05/15/2017
power of attorney
/s/ Scott P. Scharfman 05/15/2017
** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.