

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended June 30, 2015**

or

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-35987**

**NOODLES & COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**84-1303469**

(I.R.S. Employer Identification No.)

**520 Zang Street, Suite D**

**Broomfield, CO**

(Address of principal executive offices)

**80021**

(Zip Code)

**(720) 214-1900**

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<b>Class</b>	<b>Outstanding at August 3, 2015</b>
Class A Common Stock, \$0.01 par value per share	26,847,602 shares
Class B Common Stock, \$0.01 par value per share	1,522,098 shares

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## PART I

## Item 1. Financial Statements

## Noodles &amp; Company

## Condensed Consolidated Balance Sheets

(in thousands, except share and per share data)

	June 30, 2015	December 30, 2014
	(unaudited)	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 2,001	\$ 1,906
Accounts receivable	4,311	5,184
Inventories	9,909	9,415
Prepaid expenses and other assets	6,954	6,271
<b>Total current assets</b>	<b>23,175</b>	<b>22,776</b>
Property and equipment, net	208,780	205,573
Goodwill	6,400	6,400
Intangibles	1,971	1,927
Other assets, net	2,360	2,227
<b>Total long-term assets</b>	<b>219,511</b>	<b>216,127</b>
<b>Total assets</b>	<b>\$ 242,686</b>	<b>\$ 238,903</b>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 11,364	\$ 10,865
Accrued payroll and benefits	5,422	4,704
Accrued expenses and other current liabilities	10,346	8,560
Current deferred tax liabilities, net	1,702	1,702
<b>Total current liabilities</b>	<b>28,834</b>	<b>25,831</b>
Long-term debt	29,922	27,500
Deferred rent	38,809	35,498
Deferred tax liabilities, net	4,968	6,512
Other long-term liabilities	3,532	3,447
<b>Total liabilities</b>	<b>106,065</b>	<b>98,788</b>
Stockholders' equity:		
Preferred stock—\$0.01 par value, authorized 1,000,000 shares as of June 30, 2015 and December 30, 2014; no shares issued or outstanding	—	—
Common stock—\$0.01 par value, authorized 180,000,000 shares as of June 30, 2015 and December 30, 2014; 30,005,350 issued and 29,598,110 outstanding as of June 30, 2015 and 29,820,340 issued and outstanding as of December 30, 2014.	300	298
Treasury stock, at cost, 474,826 and 67,586 shares as of June 30, 2015 and December 30, 2014, respectively	(9,131)	(2,848)
Additional paid-in capital	123,418	120,929
Accumulated other comprehensive loss	(12)	—
Retained earnings	22,046	21,736
<b>Total stockholders' equity</b>	<b>136,621</b>	<b>140,115</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 242,686</b>	<b>\$ 238,903</b>

See accompanying notes to consolidated financial statements.

**Noodles & Company****Consolidated Statements of Income****(in thousands, except share and per share data, unaudited)**

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
<b>Revenue:</b>				
Restaurant revenue	\$ 113,834	\$ 98,197	\$ 218,616	\$ 186,646
Franchising royalties and fees	1,399	1,262	2,378	2,333
Total revenue	115,233	99,459	220,994	188,979
<b>Costs and expenses:</b>				
Restaurant operating costs (exclusive of depreciation and amortization shown separately below):				
Cost of sales	29,863	26,326	57,674	50,174
Labor	35,149	29,328	68,178	56,526
Occupancy	12,480	10,245	24,698	20,110
Other restaurant operating costs	15,158	12,243	29,875	24,449
General and administrative	9,232	8,251	17,650	15,261
Depreciation and amortization	6,923	5,905	13,843	11,515
Pre-opening	1,162	1,027	2,042	2,140
Restaurant impairment, asset disposals and closure costs	250	193	6,336	408
Total costs and expenses	110,217	93,518	220,296	180,583
Income from operations	5,016	5,941	698	8,396
Interest expense	198	36	427	56
Income before income taxes	4,818	5,905	271	8,340
Provision (benefit) for income taxes	1,756	2,378	(39)	3,389
Net income	\$ 3,062	\$ 3,527	\$ 310	\$ 4,951
<b>Earnings per share of Class A and Class B common stock, combined:</b>				
Basic	\$ 0.10	\$ 0.12	\$ 0.01	\$ 0.17
Diluted	\$ 0.10	\$ 0.11	\$ 0.01	\$ 0.16
<b>Weighted average shares of Class A and Class B common stock outstanding, combined:</b>				
Basic	29,950,122	29,703,884	29,896,663	29,655,102
Diluted	30,720,102	31,063,774	30,792,278	31,061,722

See accompanying notes to consolidated financial statements.

**Noodles & Company****Consolidated Statements of Comprehensive Income****(in thousands, unaudited)**

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
Net income	\$ 3,062	\$ 3,527	\$ 310	\$ 4,951
Other comprehensive loss:				
Foreign currency translation adjustments	(1)	—	(12)	—
Other comprehensive loss	(1)	—	(12)	—
Comprehensive income	\$ 3,061	\$ 3,527	\$ 298	\$ 4,951

*See accompanying notes to consolidated financial statements.*

**Noodles & Company****Consolidated Statements of Cash Flows****(in thousands, unaudited)**

	<b>Two Fiscal Quarters Ended</b>	
	<b>June 30, 2015</b>	<b>July 1, 2014</b>
<b>Operating activities</b>		
Net income	\$ 310	\$ 4,951
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	13,843	11,515
Deferred income taxes	(1,544)	3,389
Restaurant impairments, asset disposals and closure costs	6,296	408
Amortization of debt issuance costs	49	51
Stock-based compensation	625	665
Changes in operating assets and liabilities:		
Accounts receivable	242	69
Inventories	(473)	(1,039)
Prepaid expenses and other assets	(754)	(1,957)
Accounts payable	(329)	651
Deferred rent	3,322	2,797
Income taxes	1,130	(163)
Accrued expenses and other liabilities	(61)	(2,226)
Net cash provided by operating activities	<u>22,656</u>	<u>19,111</u>
<b>Investing activities</b>		
Purchases of property and equipment	(21,861)	(24,459)
Acquisition of franchise restaurants	(628)	—
Net cash used in investing activities	<u>(22,489)</u>	<u>(24,459)</u>
<b>Financing activities</b>		
Proceeds from issuance of long-term debt	182,326	128,971
Payments on long-term debt	(179,904)	(125,654)
Debt issuance costs	(111)	—
Proceeds from exercise of stock options, warrants and employee stock purchase plan	1,792	1,904
Acquisition of treasury stock	(4,136)	(71)
Other financing activities	(27)	(60)
Net cash (used in) provided by financing activities	<u>(60)</u>	<u>5,090</u>
Effect of exchange rate changes on cash	(12)	—
Net increase (decrease) in cash and cash equivalents	<u>95</u>	<u>(258)</u>
<b>Cash and cash equivalents</b>		
Beginning of period	1,906	968
End of period	<u>\$ 2,001</u>	<u>\$ 710</u>

*See accompanying notes to consolidated financial statements.*

## NOODLES & COMPANY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

#### 1. Business Summary and Basis of Presentation

##### *Business*

Noodles & Company, (the "Company" or "Noodles & Company"), a Delaware corporation, develops and operates fast casual restaurants that serve globally inspired noodle and pasta dishes, soups, salads and sandwiches. As of June 30, 2015, there were 411 company-owned restaurants and 61 franchise restaurants located in 35 states, the District of Columbia and one Canadian province. The Company operates its business as one operating and reportable segment.

The accompanying interim unaudited consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles in the United States ("U.S. GAAP") for complete financial statements. In the opinion of the Company, all adjustments considered necessary for the fair presentation of the Company's results of operations, financial position and cash flows for the periods presented have been included and are of a normal, recurring nature. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. These financial statements should be read in conjunction with the audited financial statements and the related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2014.

##### *Principles of Consolidation*

The accompanying consolidated financial statements include the accounts of Noodles & Company and its subsidiaries. All material intercompany balances and transactions are eliminated in consolidation.

##### *Fiscal Year*

The Company operates on a 52- or 53-week fiscal year ending on the Tuesday closest to December 31. Fiscal year 2015, which ends on December 29, 2015, and fiscal year 2014, which ended on December 30, 2014, each contain 52 weeks. Fiscal quarters each contain thirteen weeks, with the exception of the fourth quarter of a 53-week fiscal year, which contains fourteen weeks.

##### *Recent Accounting Pronouncements*

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." The pronouncement was issued to clarify the principles for recognizing revenue and to develop a common revenue standard and disclosure requirements for U.S. GAAP and International Financial Reporting Standards. The pronouncement is effective for annual and interim periods beginning after December 15, 2017, which will require the Company to adopt these provisions in the first quarter of fiscal 2018. Early adoption is not permitted. This pronouncement permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect this guidance will have on the Company's consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern." This update requires management of the Company to evaluate whether there is substantial doubt about the Company's ability to continue as a going concern. This update is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. Early adoption is permitted. The Company does not expect this standard to have an impact on the Company's consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, "Interest-Imputation of Interest (Subtopic 835-50): Simplifying the Presentation of Debt Issuance Costs." This update requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying value of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by this update. The update is effective retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2015. Early adoption is permitted. The adoption of this standard is not expected to have a material effect on the Company's consolidated financial statements.

## 1. Business Summary and Basis of Presentation (continued)

In April 2015, the FASB issued ASU No. 2015-05, "Intangibles - Goodwill and Other-Internal-use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement." The pronouncement was issued to provide guidance concerning accounting for fees in a cloud computing arrangement. The update is effective for reporting periods beginning after December 15, 2015. The adoption of this standard is not expected to have a material effect on the Company's consolidated financial statements.

## 2. Supplemental Financial Information

Property and equipment, net, consist of the following (in thousands):

	June 30, 2015	December 30, 2014
Leasehold improvements	\$ 217,493	\$ 208,678
Furniture, fixtures and equipment	119,478	114,148
Construction in progress	11,654	12,074
	348,625	334,900
Accumulated depreciation and amortization	(139,845)	(129,327)
	\$ 208,780	\$ 205,573

## 3. Long-Term Debt

On June 4, 2015, the Company amended its existing credit facility to increase borrowing capacity on the revolving line of credit from \$45.0 million to \$75.0 million and to extend its term from November 2018 to June 2020. All other material terms and covenants remained the same. As of June 30, 2015, the Company had \$29.9 million outstanding and \$42.3 million available for borrowing under the credit facility. Outstanding letters of credit aggregating \$2.8 million reduce the amount available to borrow. The credit facility bore interest at 3.50% during the first two quarters of 2015. The Company was in compliance with all of its debt covenants as of June 30, 2015.

## 4. Fair Value Measurements

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and all other current liabilities approximate their fair values due to the short maturities of these instruments. The carrying amounts of borrowings approximate fair value as interest rates on the line of credit borrowings vary with market interest rates and negotiated terms and conditions are consistent with current market rates. The fair value of our line of credit borrowings is measured using Level 2 inputs.

Adjustments to the fair value of non-financial assets measured at fair value on a non-recurring basis as of June 30, 2015 are discussed in Note 8- Restaurant Impairments, Asset Disposals and Closure Costs. There were no adjustments to the fair values of non-financial assets measured at fair value on a non-recurring basis as of July 1, 2014.

## 5. Income Taxes

The following table presents the Company's provision (benefit) for income taxes for the first two quarters ended June 30, 2015 and July 1, 2014 (dollars in thousands):

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
Provision (benefit) for income taxes	\$ 1,756	\$ 2,378	\$ (39)	\$ 3,389
Effective tax rate	36.5%	40.3%	14.3%	40.6%

The effective tax rate for the second quarter of 2015 and the first two quarters of 2015 reflects a projected federal tax rate of 34%, compared to 35% for the second quarter of 2014 and the first two quarters of 2014, as well as a discrete benefit for additional employment tax credits in the second quarter of 2015. The 2015 estimated annual effective tax rate is expected to be between 39% and 40% compared to 38.4% for 2014 due to an increase in estimated non-deductible expenses.



## 6. Share Repurchases

On June 4, 2015, the Company announced a share repurchase program of up to \$35.0 million of the Company's Class A common stock. Under this program, which expires June 4, 2016, the Company may, from time to time, purchase shares of the Company's Class A common stock in the open market (including in pre-arranged stock trading plans in accordance with the guidelines specified in Rule 10b5-1 under the Securities Exchange Act of 1934, as amended ) or in privately negotiated transactions. During the second quarter ended June 30, 2015, the Company repurchased 407,240 shares of its common stock for approximately \$6.3 million in open market transactions. As of June 30, 2015, the remaining dollar value of authorization under the share repurchase program was \$28.7 million. Repurchased shares are included as treasury stock in the Condensed Consolidated Balance Sheets.

## 7. Stock-Based Compensation

The Company's Stock Incentive Plan, as amended and restated in May of 2013, authorizes the grant of nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock, restricted stock units and incentive bonuses to employees, officers, non-employee directors and other service providers. The number of shares of common stock available for issuance pursuant to awards granted under the Stock Incentive Plan shall not exceed 3,750,500.

The following table presents information related to the Stock Incentive Plan (in thousands, except share and per share amounts):

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
Outstanding, beginning of period	3,225,078	3,157,914	3,245,264	3,309,872
Granted	351,305	231,552	527,321	231,552
Exercised	52,664	50,989	175,551	193,238
Forfeited	5,034	13,655	78,349	23,364
Outstanding, end of period	3,518,685	3,324,822	3,518,685	3,324,822
Weighted average fair market value on option grant date	\$ 5.81	\$ 10.93	\$ 5.95	\$ 10.93
Stock based compensation expense	\$ 512	\$ 536	\$ 699	\$ 694
Capitalized stock based compensation expense	\$ 59	\$ 29	\$ 99	\$ 12

## 8. Restaurant Impairments, Asset Disposals and Closure Costs

The following table presents restaurant impairments, asset disposals and closure costs for the first two quarters ended June 30, 2015 and July 1, 2014 (in thousands):

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
Restaurant impairments <sup>(1)</sup>	\$ 31	\$ —	\$ 5,944	\$ 5
Loss on disposal of assets	187	146	321	281
Closure costs and other <sup>(1)</sup>	32	47	71	122
	\$ 250	\$ 193	\$ 6,336	\$ 408

(1) Restaurant impairments and closure costs can include expenditures related to restaurants previously impaired or closed.

During the first two quarters of 2015, the Company recognized restaurant impairment expense of \$5.9 million, primarily related to management's current assessment of the expected future cash flows at eight restaurants, based on recent results. Impairment expense is a Level 3 fair value measure and was determined by comparing the carrying value of restaurant assets to the estimated fair market value, which is based on projected cash flows. Fair value is generally determined based on appraisals or sales prices of comparable assets and estimates of future cash flows. These expenses are included in the "Restaurant impairment, asset disposals and closure costs" line in the Consolidated Statements of Income.

## 9. Earnings Per Share

Earnings per share ("EPS") is calculated by dividing income available to common stockholders by the weighted-average number of shares of common stock outstanding during each period. Diluted earnings per share ("diluted EPS") is calculated using income available to common stockholders divided by diluted weighted-average shares of common stock outstanding during each period. Potentially dilutive securities include shares of common stock underlying stock options and warrants.

The following table sets forth the computations of basic and diluted earnings per share:

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
Net income (in thousands):	\$ 3,062	\$ 3,527	\$ 310	\$ 4,951
Shares:				
Basic weighted average shares outstanding	29,950,122	29,703,884	29,896,663	29,655,102
Dilutive stock options and warrants	769,980	1,359,890	895,615	1,406,620
Diluted weighted average number of shares outstanding	30,720,102	31,063,774	30,792,278	31,061,722
Earnings per share:				
Basic EPS	\$ 0.10	\$ 0.12	\$ 0.01	\$ 0.17
Diluted EPS	\$ 0.10	\$ 0.11	\$ 0.01	\$ 0.16

In the second quarters of 2015 and 2014, there were 1,214,159 and 243,552 outstanding options, respectively, excluded from the diluted earnings per share calculation because they were anti-dilutive. In the first two quarters of 2015 and 2014, there were 809,711 and 243,552 outstanding options, respectively, excluded from the diluted earnings per share calculation because they were anti-dilutive.

## 10. Supplemental Disclosures to Consolidated Statements of Cash Flows

The following table presents the supplemental disclosures to the consolidated statements of cash flows for the first two quarters ended June 30, 2015 and July 1, 2014 (in thousands):

	June 30, 2015	July 1, 2014
Interest paid (net of amounts capitalized)	\$ 571	\$ —
Income taxes paid	376	163
Changes in purchases of property and equipment accrued in accounts payable, net	827	(204)

## 11. Commitments and Contingencies

In the normal course of business, the Company is subject to other proceedings, lawsuits and claims, including those matters that the Company has previously disclosed and for which there is no material update. Consequently, the Company is unable to ascertain the ultimate aggregate amount of monetary liability or financial impact with respect to these matters as of June 30, 2015. These matters could affect the operating results of any one financial reporting period when resolved in future periods. Management believes that an unfavorable outcome with respect to these matters is remote or a potential range of loss is not material to the Company's consolidated financial statements. Significant increases in the number of these claims, or one or more successful claims that result in greater liabilities than the Company currently anticipates, could materially and adversely affect the Company's business, financial condition, results of operations or cash flows.

**NOODLES & COMPANY**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS OF**  
**FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes in Item 1 and with the audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K for our fiscal year ended December 30, 2014. We operate on a 52- or 53-week fiscal year ending on the Tuesday closest to December 31. Our fiscal quarters each contain 13 operating weeks, with the exception of the fourth quarter of a 53-week year, which contains 14 operating weeks. Fiscal years 2015 and 2014 each contain 52 weeks.*

**Cautionary Note Regarding Forward-Looking Statements**

*In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks and uncertainties such as the number of restaurants we intend to open, projected capital expenditures and estimates of our effective tax rates. 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, are based on assumptions and are subject to risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements including, but not limited to, those discussed in "Special Note Regarding Forward-Looking Statements" and "Risk Factors" as filed in our Annual Report on Form 10-K for our fiscal year ended December 30, 2014.*

**Key Measures We Use to Evaluate Our Performance**

To evaluate the performance of our business, we utilize a variety of financial and performance measures. These key measures include revenue, average unit volumes, comparable restaurant sales, restaurant contribution, EBITDA and adjusted EBITDA.

**Revenue**

Restaurant revenue represents sales of food and beverages in company-owned restaurants. Several factors affect our restaurant revenue in any period, including the number of restaurants in operation and per-restaurant sales.

Franchise royalties and fees represent royalty income and initial franchise fees. While we expect that the majority of our revenue and net income growth will be driven by company-owned restaurants, our franchise restaurants remain an important part of our financial success.

Seasonal factors cause our revenue to fluctuate from quarter to quarter. Our revenue per restaurant is typically lower in the first and fourth quarters, due to reduced winter and holiday traffic, and is higher in the second and third quarters. These seasonal factors could cause our quarterly and annual operating results and comparable restaurant sales to fluctuate significantly.

**Average Unit Volumes ("AUVs")**

AUVs consist of the average annualized sales of all company-owned restaurants for the trailing 12 periods. AUVs are calculated by dividing restaurant revenue by the number of operating days within each time period and multiplying by 361, which is the number of operating days we have in a typical year. This measurement allows management to assess changes in consumer traffic and per-person-spending patterns at our restaurants.

**Comparable Restaurant Sales**

Comparable restaurant sales refer to year-over-year sales comparisons for the comparable restaurant base. We define the comparable restaurant base to include restaurants open for at least 18 full periods. This measure highlights performance of existing restaurants, as it excludes the impact of new restaurant openings. Comparable restaurant sales growth is generated by increases in traffic, which we calculate as the number of entrees sold and changes in per-person spend, calculated as sales divided by traffic. Per-person spend can be influenced by changes in menu prices and the mix and number of items sold per person.

Measuring our comparable restaurant sales allows us to evaluate the performance of our existing restaurant base. Various factors impact comparable restaurant sales, including:

- consumer recognition of our brand and our ability to respond to changing consumer preferences;

- overall economic trends, particularly those related to consumer spending;
- our ability to operate restaurants effectively and efficiently to meet consumer expectations;
- pricing;
- per-person spend and average check amount;
- marketing and promotional efforts;
- weather;
- local competition;
- trade area dynamics;
- introduction of new and seasonal menu items and limited time offerings; and
- opening new restaurants in the vicinity of existing locations.

Since opening new company-owned and franchise restaurants is an important part of our growth strategy and we anticipate new restaurants will be a significant component of our revenue growth, comparable restaurant sales are only one measure of how we evaluate our performance.

### **Restaurant Contribution**

Restaurant contribution is defined as restaurant revenue less restaurant operating costs, which consist of cost of sales, labor, occupancy and other restaurant operating costs. We expect restaurant contribution to increase in proportion to the number of new restaurants we open and our comparable restaurant sales growth. Fluctuations in restaurant contribution margin can also be attributed to those factors discussed above for the components of restaurant operating costs.

### **EBITDA and Adjusted EBITDA**

We define EBITDA as net income before interest expense, provision for income taxes and depreciation and amortization. We define adjusted EBITDA as net income before interest expense, provision for income taxes, restaurant impairments, asset disposals and closure costs, depreciation and amortization and stock-based compensation.

EBITDA and adjusted EBITDA provide clear pictures of our operating results by eliminating certain expenses that do not reflect our underlying business performance. We use these metrics to facilitate a comparison of our operating performance on a consistent basis from period to period, to analyze the factors and trends affecting our business and as a measure of liquidity.

The following table presents a reconciliation of net income to EBITDA and adjusted EBITDA:

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
	(in thousands, unaudited)			
Net income	\$ 3,062	\$ 3,527	\$ 310	\$ 4,951
Depreciation and amortization	6,923	5,905	13,843	11,515
Interest Expense	198	36	427	56
Provision (benefit) for income taxes	1,756	2,378	(39)	3,389
<b>EBITDA</b>	<b>\$ 11,939</b>	<b>\$ 11,846</b>	<b>\$ 14,541</b>	<b>\$ 19,911</b>
Restaurant impairment, asset disposals and closure costs <sup>(1)</sup>	250	193	6,336	408
Stock-based compensation expense	464	525	625	665
<b>Adjusted EBITDA</b>	<b>\$ 12,653</b>	<b>\$ 12,564</b>	<b>\$ 21,502</b>	<b>\$ 20,984</b>

(1) The first two quarters of 2015 includes the impairment of eight restaurants. See Note 8-Restaurant Impairments, Asset Disposals and Closure Costs.

**Restaurant Openings, Closures and Relocations**

The following table shows restaurants opened, closed or relocated during the periods indicated.

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
<b>Company-Owned Restaurant Activity</b>				
Beginning of period	399	331	386	318
Openings	11	12	24	25
Acquisitions <sup>(1)</sup>	1	—	1	—
Restaurants at end of period	411	343	411	343
<b>Franchise Restaurant Activity</b>				
Beginning of period	56	63	53	62
Openings	6	4	9	5
Divestitures <sup>(1)</sup>	(1)	—	(1)	—
Restaurants at end of period	61	67	61	67
<b>Total restaurants</b>	<b>472</b>	<b>410</b>	<b>472</b>	<b>410</b>

(1) Represents franchise restaurants acquired by the Company.

## Results of Operations

The following table summarizes key components of our results of operations for the periods indicated as a percentage of our total revenue, except for the components of restaurant operating costs, which are expressed as a percentage of restaurant revenue.

	Fiscal Quarter Ended		Two Fiscal Quarters Ended	
	June 30, 2015	July 1, 2014	June 30, 2015	July 1, 2014
<b>Revenue:</b>				
Restaurant revenue	98.8%	98.7%	98.9 %	98.8%
Franchising royalties and fees	1.2	1.3	1.1	1.2
Total revenue	100.0	100.0	100.0	100.0
<b>Costs and Expenses:</b>				
Restaurant Operating Costs (exclusive of depreciation and amortization shown separately below): <sup>(1)</sup>				
Cost of sales	26.2	26.8	26.4	26.9
Labor	30.9	29.9	31.2	30.3
Occupancy	11.0	10.4	11.3	10.8
Other restaurant operating costs	13.3	12.5	13.7	13.1
General and administrative	8.0	8.3	8.0	8.1
Depreciation and amortization	6.0	5.9	6.3	6.1
Pre-opening	1.0	1.0	0.9	1.1
Restaurant impairment, asset disposals and closure costs	0.2	0.2	2.9	0.2
Total costs and expenses	95.6	94.0	99.7	95.6
Income from operations	4.4	6.0	0.3	4.4
Interest expense	0.2	—	0.2	—
Income before income taxes	4.2	5.9	0.1	4.4
Provision (benefit) for income taxes	1.5	2.4	—	1.8
Net income	2.7%	3.5%	0.1 %	2.6%

(1) As a percentage of restaurant revenue.

**Second Quarter Ended June 30, 2015 compared to Second Quarter Ended July 1, 2014**

The table below presents our unaudited operating results for the second quarters of 2015 and 2014, and the related quarter-over-quarter changes.

	Fiscal Quarter Ended		Increase / (Decrease)	
	June 30, 2015	July 1, 2014	\$	%
(in thousands, except percentages)				
<b>Revenue:</b>				
Restaurant revenue	\$ 113,834	\$ 98,197	\$ 15,637	15.9 %
Franchising royalties and fees	1,399	1,262	137	10.9
Total revenue	115,233	99,459	15,774	15.9
<b>Costs and expenses:</b>				
Restaurant operating costs (exclusive of depreciation and amortization shown separately below):				
Cost of sales	29,863	26,326	3,537	13.4
Labor	35,149	29,328	5,821	19.8
Occupancy	12,480	10,245	2,235	21.8
Other restaurant operating costs	15,158	12,243	2,915	23.8
General and administrative	9,232	8,251	981	11.9
Depreciation and amortization	6,923	5,905	1,018	17.2
Pre-opening	1,162	1,027	135	13.1
Restaurant impairment, asset disposals and closure costs	250	193	57	29.5
Total costs and expenses	110,217	93,518	16,699	17.9
Income from operations	5,016	5,941	(925)	(15.6)
Interest expense	198	36	162	*
Income before income taxes	4,818	5,905	(1,087)	(18.4)
Provision for income taxes	1,756	2,378	(622)	(26.2)
Net income	\$ 3,062	\$ 3,527	\$ (465)	(13.2)
<b>Company owned:</b>				
Average unit volumes	\$ 1,123	\$ 1,156	\$ (33)	(2.9)%
Comparable restaurant sales	0.1%	(0.6)%		

\* Not meaningful.

**Revenue**

Restaurant revenue increased by \$15.6 million in the second quarter of 2015 compared to the same period of 2014. This increase is the result of an increase in operating weeks, with comparable restaurant sales remaining relatively flat in the second quarter of 2015 compared to the same period in 2014. AUVs decreased \$33,000 due to a higher mix of immature restaurants. Franchise royalties and fees increased by \$137,000 in the second quarter of 2015 compared to the same period of 2014.

Comparable restaurant sales increased by 0.1% at company-owned restaurants, decreased by 0.5% at franchise-owned restaurants and were flat system-wide in the second quarter of 2015.

**Cost of Sales**

Cost of sales increased by \$3.5 million in the second quarter of 2015 compared to the same period of 2014, due primarily to the increase in restaurant revenue in the second quarter of 2015. As a percentage of restaurant revenue, cost of sales decreased to 26.2% in the second quarter of 2015 from 26.8% in second quarter of 2014. The decrease was primarily the result of a price increase taken in the fourth quarter of 2014.

### **Labor Costs**

Labor costs increased by \$5.8 million in the second quarter of 2015 compared to the same period of 2014, due primarily to the increase in restaurant revenue in the second quarter of 2015. As a percentage of restaurant revenue, labor costs increased to 30.9% in the second quarter of 2015 from 29.9% in the second quarter of 2014. The increase as a percentage of restaurant revenue was primarily the result of deleverage on lower average unit volumes.

### **Occupancy Costs**

Occupancy costs increased by \$2.2 million in the second quarter of 2015 compared to the second quarter of 2014, due primarily to 68 net restaurant openings and acquisitions, which includes the acquisition of 20 franchise restaurants in the second quarter of 2015 and third and fourth quarter of 2014. As a percentage of revenue, occupancy costs increased to 11.0% in the second quarter of 2015, compared to 10.4% in the second quarter of 2014. The increase was due to additional restaurants included in the non-comparable restaurant base year over year, which, on average, have higher occupancy costs as a percentage of revenue.

### **Other Restaurant Operating Costs**

Other restaurant operating costs increased by \$2.9 million in the second quarter of 2015 compared to the second quarter of 2014, due primarily to increased restaurant revenue in the second quarter of 2015. As a percentage of restaurant revenue, other restaurant operating costs increased to 13.3% in the second quarter of 2015 from 12.5% in the second quarter of 2014. The increase as a percentage of restaurant revenue was due primarily to increased restaurant marketing expense and additional maintenance costs.

### **General and Administrative Expense**

General and administrative expense increased by \$1.0 million in the second quarter of 2015 compared to the second quarter of 2014, primarily due to support for additional restaurants and marketing initiatives. As a percentage of revenue, general and administrative expense decreased to 8.0% in the second quarter of 2015 from 8.3% in the second quarter of 2014.

### **Depreciation and Amortization**

Depreciation and amortization increased by \$1.0 million in the second quarter of 2015 compared to the second quarter of 2014, due primarily to the increase in the number of restaurants. As a percentage of revenue, depreciation and amortization increased to 6.0% in the second quarter of 2015, compared to 5.9% in the second quarter of 2014.

### **Pre-Opening Costs**

Pre-opening costs increased by \$0.1 million in the second quarter of 2015 compared to the second quarter of 2014. This increase was primarily due to the additional costs of opening our first restaurant in Canada in the second quarter of 2015. As a percentage of revenue, pre-opening costs remained flat from the second quarter of 2014 to the second quarter of 2015.

### **Interest Expense**

Interest expense increased by \$0.2 million in the second quarter of 2015 compared to the second quarter of 2014. The increase was the result of higher average borrowings and an increase in the interest rate on our credit facility in the second quarter of 2015 compared to the second quarter of 2014.

### **Provision for Income Taxes**

Provision for income taxes decreased by \$0.6 million in the second quarter of 2015 compared to same period of 2014 due to a decrease in pre-tax net income of \$1.1 million in the second quarter of 2015 compared to the second quarter of 2014. The effective tax rate for the second quarter of 2015 includes the change to a 34% federal income tax rate compared to 35% in 2014 and a discrete item for employment tax credits second quarter of 2015. The 2015 estimated annual effective tax rate is expected to be between 39% and 40% compared to 38.4% for 2014.



**Two Quarters Ended June 30, 2015 compared to Two Quarters Ended July 1, 2014**

The table below presents our unaudited operating results for the first two quarters of 2015 and 2014, and the related quarter-over-quarter changes.

	Two Fiscal Quarters Ended		Increase / (Decrease)	
	June 30, 2015	July 1, 2014	\$	%
(in thousands, except percentages)				
<b>Revenue:</b>				
Restaurant revenue	\$ 218,616	\$ 186,646	\$ 31,970	17.1 %
Franchising royalties and fees	2,378	2,333	45	1.9
Total revenue	220,994	188,979	32,015	16.9
<b>Costs and expenses:</b>				
Restaurant operating costs (exclusive of depreciation and amortization shown separately below):				
Cost of sales	57,674	50,174	7,500	14.9
Labor	68,178	56,526	11,652	20.6
Occupancy	24,698	20,110	4,588	22.8
Other restaurant operating costs	29,875	24,449	5,426	22.2
General and administrative	17,650	15,261	2,389	15.7
Depreciation and amortization	13,843	11,515	2,328	20.2
Pre-opening	2,042	2,140	(98)	(4.6)
Restaurant impairment, asset disposals and closure costs	6,336	408	5,928	*
Total costs and expenses	220,296	180,583	39,713	22.0
Income from operations	698	8,396	(7,698)	*
Interest expense	427	56	371	*
Income before income taxes	271	8,340	(8,069)	*
Provision for income taxes	(39)	3,389	(3,428)	*
Net income	\$ 310	\$ 4,951	\$ (4,641)	*
<b>Company owned:</b>				
Average unit volumes	\$ 1,123	\$ 1,156	\$ (33)	(2.9)%
Comparable restaurant sales	0.4%	(1.0)%		

\* Not meaningful.

## **Revenue**

Restaurant revenue increased by \$32.0 million in the first two quarters of 2015 compared to the same period of 2014. \$31.2 million of this increase is a result of an increase in operating weeks and \$0.8 million is the result of an increase in comparable restaurant sales, or 0.4%, in the first two quarters of 2015 compared to the same period in 2014. Franchise royalties and fees increased by \$45,000 in the first two quarters of 2015 compared to the same period of 2014.

## **Cost of Sales**

Cost of sales increased by \$7.5 million in the first two quarters of 2015 compared to the same period of 2014, due primarily to the increase in restaurant revenue in the first two quarters of 2015. As a percentage of restaurant revenue, cost of sales decreased to 26.4% in the first two quarters of 2015 from 26.9% in the first two quarters of 2014. The decrease was primarily the result of a price increase taken in the fourth quarter of 2014.

## **Labor Costs**

Labor costs increased by \$11.7 million in the first two quarters of 2015 compared to the same period of 2014, due primarily to the increase in restaurant revenue in the first two quarters of 2015. As a percentage of restaurant revenue, labor costs increased to 31.2% in the first two quarters of 2015 from 30.3% in the first two quarters of 2014 as a result of deleverage on lower average unit volumes due to a higher mix of immature restaurants.

## **Occupancy Costs**

Occupancy costs increased by \$4.6 million in the first two quarters of 2015 compared to the first two quarters of 2014, due primarily to 68 net restaurant openings, as well as the acquisition of 19 franchise restaurants. As a percentage of revenue, occupancy costs increased to 11.3% in first two quarters of 2015, compared to 10.8% in the first two quarters of 2014. The increase was due primarily to an increased percentage of new restaurants, which on average have higher occupancy costs as a percentage of revenue.

## **Other Restaurant Operating Costs**

Other restaurant operating costs increased by \$5.4 million in the first two quarters of 2015 compared to the first two quarters of 2014, due primarily to increased restaurant revenue in the first two quarters of 2015. As a percentage of restaurant revenue, other restaurant operating costs increased to 13.7% in the first two quarters of 2015, compared to 13.1% in the first two quarters of 2014. The increase as a percentage of restaurant revenue was due to increased marketing initiatives and maintenance expense.

## **General and Administrative Expense**

General and administrative expense increased by \$2.4 million in the first two quarters of 2015 compared to the first two quarters of 2014, primarily due to support for additional restaurants and marketing initiatives. As a percentage of revenue, general and administrative expense decreased to 8.0% in the first two quarters of 2015 compared to 8.1% in first two quarters of 2014.

## **Depreciation and Amortization**

Depreciation and amortization increased by \$2.3 million in the first two quarters of 2015 compared to the first two quarters of 2014, due primarily to the increase in the number of restaurants. As a percentage of revenue, depreciation and amortization increased to 6.3% in the first two quarters of 2015, compared to 6.1% in the first two quarters of 2014, due to additional restaurants not in the comparable base that, on average, have a higher cost basis of assets.

## **Pre-Opening Costs**

Pre-opening costs decreased by \$0.1 million in the first two quarters of 2015 compared to the first two quarters of 2014. As a percentage of revenue, pre-opening costs decreased to 0.9% in the first two quarters of 2015 compared to 1.1% in the first two quarters of 2014. The decrease in expense was due to one less restaurant in the development stage in the first two quarters of 2015 compared to the first two quarters of 2014 as well as a decrease in overall costs related to restaurants opened in remote markets.

## **Restaurant Impairment, Asset Disposals and Closure Costs**

Restaurant impairments, asset disposals and closure costs increased by \$5.9 million in the first two quarters of 2015 compared to the first two quarters of 2014, due primarily to the impairment of eight restaurants in the first quarter of 2015 as a result of our current assessment of expected future cash flows. The performance at these eight restaurants, compounded by the higher than average construction costs of some of these restaurants, resulted in the recording of an impairment of the fixed assets.

Each quarter we evaluate possible impairment of fixed assets at the restaurant level and record an impairment loss whenever we determine that the fair value of these assets is less than their carrying value. There can be no assurance that such evaluations will not result in additional impairment costs in future periods.

***Interest Expense***

Interest expense increased by \$0.4 million in the first two quarters of 2015 compared to the same period of 2014. The increase was the result of higher average borrowings and an increase in the interest rate on our credit facility in the first two quarters of 2015 compared to the first two quarters of 2014.

***Provision for Income Taxes***

Provision for income taxes decreased by \$3.4 million in the first two quarters of 2015 compared to the same period of 2014 due to a decrease in pre-tax net income of \$8.1 million, as well as a decrease in the effective tax rate in the first two quarters of 2015 compared to the first two quarters of 2014. The effective tax rate for the first two quarters of 2015 includes the change to a 34% federal income tax rate compared to 35% in 2014 and discrete employment tax credits in 2015. The 2015 estimated annual effective tax rate is expected to be between 39% and 40% compared to 38.4% for 2014.

## Liquidity and Capital Resources

### Summary of Cash Flows

Our primary sources of liquidity and cash flows are operating cash flows and borrowings on our revolving line of credit. We use these cash sources to fund capital expenditures for new restaurant openings, reinvest in our existing restaurants, invest in infrastructure and information technology and maintain working capital. Our working capital position benefits from the fact that we generally achieve time-of-sales collection of cash from sales to customers, or in the case of credit or debit card transactions, we collect cash within several days of the related sale. In contrast, we typically have at least 30 days to pay our vendors.

Cash flows from operating, investing and financing activities are shown in the following table (in thousands):

	Two Fiscal Quarters Ended	
	June 30, 2015	July 1, 2014
Net cash provided by operating activities	\$ 22,656	\$ 19,111
Net cash used in investing activities	(22,489)	(24,459)
Net cash (used in) provided by financing activities	(60)	5,090
Effect of exchange rate changes on cash	(12)	—
Net increase (decrease) in cash and cash equivalents	\$ 95	\$ (258)

### Operating Activities

Net cash provided by operating activities of \$22.7 million for the first two quarters ended June 30, 2015 resulted primarily from net income, adjusted for non-cash items such as depreciation and amortization, restaurant impairments, asset disposals and closure costs, stock-based compensation expense and the amortization of debt issuance costs. The \$3.5 million increase compared to the prior year comparable period was primarily driven by the increased adjusted EBITDA as well as changes in certain working capital accounts, including a decrease in accrued incentive compensation payments.

### Investing Activities

Net cash flows used in investing activities decreased to \$22.5 million in the first two quarters ended June 30, 2015 from \$24.5 million in the first two quarters of 2014. The decrease over the prior year is primarily due to the timing of new restaurant construction.

### Financing Activities

Net cash used in financing activities was \$0.1 million in the first two quarters of 2015, as compared to cash provided by financing activities of \$5.1 million in the first two quarters of 2014. The increase in net cash used in financing activities over 2014 is primarily due to the acquisition of treasury stock from the share repurchase program that began in the second quarter of 2015. The increase in both proceeds from issuance of long-term debt and payments on long-term debt are related to changes in the corporate treasury structure in the third quarter of 2014.

### Share Repurchase Program

On June 4, 2015, the Company announced a share repurchase program of up to \$35.0 million of the Company's Class A common stock. Under this program, which expires June 4, 2016, the Company may, from time to time, purchase shares of the Company's Class A common stock in the open market (including in pre-arranged stock trading plans in accordance with the guidelines specified in Rule 10b5-1 under the Securities Exchange Act of 1934, as amended ("the Exchange Act")) or in privately negotiated transactions. During the second quarter ended June 30, 2015, the Company repurchased 407,240 shares of its common stock for approximately \$6.3 million in open market transactions. As of June 30, 2015, the remaining dollar value of authorization under the share repurchase program was \$28.7 million. Repurchased shares are included as treasury stock in the Condensed Consolidated Balance Sheets.

### Capital Resources

*Future Capital Requirements.* Our capital requirements are primarily dependent upon the pace of our real estate development program and resulting new restaurants. Our real estate development program is dependent upon many factors, including economic conditions, real estate markets, site locations and the nature of lease agreements. Our capital expenditure outlays are also dependent on costs for maintenance and capacity additions in our existing restaurants as well as information technology and other general corporate capital expenditures.

We currently estimate capital expenditures for the remainder of 2015 to be in the range of approximately \$32.6 to \$37.6 million for a total of \$55.0 to \$60.0 million for the year, of which \$45.0 to \$50.0 million relates to our construction of new restaurants before any reductions for landlord reimbursements, and the remainder relates primarily to reinvestment in existing restaurants and investments in technology. We expect such capital expenditures to be funded by a combination of cash from operations and borrowings under our revolving credit facility.

*Current Resources.* Our operations have not required significant working capital and, like many restaurant companies, we operate with negative working capital. Restaurant sales are primarily paid for in cash or by credit card, and restaurant operations do not require significant inventories or receivables. In addition, we receive trade credit for the purchase of food, beverages and supplies, therefore reducing the need for incremental working capital to support growth.

### **Credit Facility**

On June 4, 2015, we amended our credit facility to increase our borrowing capacity on the revolving line of credit from \$45.0 million to \$75.0 million and extended its term from November 2018 to June 2020. All other material terms and covenants remained the same. The revolving line of credit still includes a swing line loan of \$10.0 million used to fund working capital requirements. The additional borrowing capacity will be used for the share repurchase program.

As of June 30, 2015, we had \$29.9 million of outstanding indebtedness, \$2.8 million of outstanding letters of credit and \$42.3 million available for borrowing under our revolving line of credit. Borrowings under our credit facility bear interest, at our option, at either (i) LIBOR plus 1.00 to 1.75%, based on the lease-adjusted leverage ratio or (ii) the highest of the following rates plus zero to 0.75%: (a) the federal funds rate plus 0.50%; (b) the Bank of America prime rate or (c) the one month LIBOR plus 1.00%. The facility includes a commitment fee of 0.125 to 0.25%, based on the lease-adjusted leverage ratio, per year on any unused portion of the facility. We also maintain outstanding letters of credit to secure obligations under our workers' compensation program and certain lease obligations.

Availability of borrowings under the revolving line of credit is conditioned on our compliance with specified covenants, including a maximum lease-adjusted leverage ratio and a minimum consolidated fixed charge coverage ratio. We are subject to a number of other customary covenants, including limitations on additional borrowings, acquisitions, dividend payments and lease commitments. As of June 30, 2015, we were in compliance with all of our debt covenants.

Our credit facility is secured by a pledge of stock of substantially all of our subsidiaries and a lien on substantially all of our and our subsidiaries' personal property assets.

### **Off-Balance Sheet Arrangements**

We had no off-balance sheet arrangements or obligations as of June 30, 2015.

### **Critical Accounting Policies and Estimates**

Our consolidated financial statements and accompanying notes are prepared in accordance with U.S. GAAP. Preparing consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. These estimates and assumptions are affected by the application of our accounting policies. Our significant accounting policies are described in our Annual Report on Form 10-K for the year ended December 30, 2014. Critical accounting estimates are those that require application of management's most difficult, subjective or complex judgments, often as a result of matters that are inherently uncertain and may change in subsequent periods. While we apply our judgment based on assumptions believed to be reasonable under the circumstances, actual results could vary from these assumptions. It is possible that materially different amounts would be reported using different assumptions. Our critical accounting estimates are identified and described in our annual consolidated financial statements and the related notes included in our Annual Report on Form 10-K for our fiscal year ended December 30, 2014.

### **Recent Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." The pronouncement was issued to clarify the principles for recognizing revenue and to develop a common revenue standard and disclosure requirements for U.S. GAAP and International Financial Reporting Standards. The pronouncement is effective for annual and interim periods beginning after December 15, 2017, which will require the Company to adopt these provisions in the first quarter of fiscal 2018. Early adoption is not permitted. This pronouncement permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect this guidance will have on the Company's consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern." This update requires management of the Company to evaluate whether there is substantial doubt about the Company's ability to continue as a going concern. This update is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. Early adoption is permitted. The Company does not expect this standard to have an impact on the Company's consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, "Interest-Imputation of Interest (Subtopic 835-50): Simplifying the Presentation of Debt Issuance Costs." This update requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying value of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by this update. The update is effective retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2015. Early adoption is permitted. The adoption of this standard is not expected to have a material effect on the Company's consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-05, "Intangibles - Goodwill and Other-Internal-use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in a Cloud Computing Arrangement." The pronouncement was issued to provide guidance concerning accounting for fees in a cloud computing arrangement. The update is effective for reporting periods beginning after December 15, 2015. The adoption of this standard is not expected to have a material effect on the Company's consolidated financial statements.

### ***JOBS Act***

We qualify as an "emerging growth company" pursuant to the provisions of the JOBS Act. For as long as we are an "emerging growth company," we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies," including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, exemptions from the requirements of holding advisory "say-on-pay" votes on executive compensation and shareholder advisory votes on golden parachute compensation.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. An "emerging growth company" can therefore delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we have chosen to "opt out" of such extended transition period and, as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

#### ***Interest Rate Risk***

We are exposed to market risk from changes in interest rates on debt. Our exposure to interest rate fluctuations is limited to our outstanding bank debt, which bears interest at variable rates. As of June 30, 2015, there was \$29.9 million outstanding under our revolving line of credit and \$42.3 million available for borrowing under the credit facility. A plus or minus 1.0% change in the effective interest rate applied on this loan would have resulted in a pre-tax interest expense fluctuation of \$0.3 million of gross interest expense on an annualized basis.

#### ***Commodity Price Risk***

We purchase certain products that are affected by commodity prices and are, therefore, subject to price volatility caused by weather, market conditions and other factors which are not considered predictable or within our control. Although these products are subject to changes in commodity prices, certain purchasing contracts or pricing arrangements contain risk management techniques designed to minimize price volatility. The purchasing contracts and pricing arrangements we use may result in unconditional purchase obligations, which are not reflected in our consolidated balance sheets. Typically, we use these types of purchasing techniques to control costs as an alternative to directly managing financial instruments to hedge commodity prices. In many cases, we believe we will be able to address material commodity cost increases by adjusting our menu pricing or changing our product delivery strategy. However, increases in commodity prices, without adjustments to our menu prices, could increase restaurant operating costs as a percentage of company-owned restaurant revenue.

#### ***Inflation***

The primary inflationary factors affecting our operations are food, labor and energy costs as well as labor and materials used in the construction of new restaurants. Increases in the minimum wage directly affect our labor costs. Many of our leases require us to pay taxes, maintenance, repairs, insurance and utilities, all of which are generally subject to inflationary increases. Over the past five years, inflation has not significantly affected our operating results.

### **Item 4. Controls and Procedures**

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2015, pursuant to Rule 13a-15 under the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

#### ***Changes in Internal Control over Financial Reporting***

There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II****Item 1. Legal Matters**

In the normal course of business, we are subject to other proceedings, lawsuits and claims, including those matters that we have previously disclosed and for which there is no material update. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Consequently, we are unable to ascertain the ultimate aggregate amount of monetary liability or financial impact with respect to these matters as of June 30, 2015. These matters could affect the operating results of any one financial reporting period when resolved in future periods. We believe that an unfavorable outcome with respect to these matters is remote or a potential range of loss is not material to our consolidated financial statements. Significant increases in the number of these claims, or one or more successful claims that result in greater liabilities than we currently anticipate, could materially and adversely affect our business, financial condition, results of operations or cash flows.

**Item 1A. Risk Factors**

A description of the risk factors associated with our business is contained in the “Risk Factors” section of our Annual Report on Form 10-K for our fiscal year ended December 30, 2014. There have been no material changes to our Risk Factors as previously reported.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table contains information regarding purchases of our Class A common stock made by or on behalf of Noodles & Company during the second quarter ended June 30, 2015:

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share <sup>(1)</sup></b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Programs <sup>(2)</sup></b>	<b>Maximum Value of Shares that May Yet be Purchased Under the Program <sup>(2)</sup></b>
April 1, 2015 - April 28, 2015	—	\$ —	—	\$ —
April 29, 2015 - May 26, 2015	—	\$ —	—	\$ —
May 27, 2015 - June 30, 2015	407,240	\$ 15.43	407,240	\$ 28,716,636
Total	<u>407,240</u>		<u>407,240</u>	

(1) Average price paid per share excludes commissions.

(2) On June 4, 2015, the Company announced a share repurchase program of up to \$35.0 million of the Company's Class A common stock. Under this program, which expires June 4, 2016, the Company may, from time to time, purchase shares of the Company's Class A common stock in the open market (including in pre-arranged stock trading plans in accordance with the guidelines specified in Rule 10b5-1 under the Exchange Act) or in privately negotiated transactions.

**Item 3. Defaults upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.



**Item 6. Exhibit Index**

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10.1	Amendment No. 1 to the Amended and Restated Credit Agreement, date as of June 4, 2015, among Noodles & Company, the other Loan Party thereto, the lenders thereto and Bank of America, N.A., as Administrative Agent, L/C Issuer and SwingLine Lender (incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 4, 2015 (File No. 001-35987)).
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

**SIGNATURES**

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

**NOODLES & COMPANY**

By: /s/ DAVE BOENNIGHAUSEN

Dave Boennighausen  
*Chief Financial Officer*

Date August 7, 2015

## CERTIFICATION

I, Kevin Reddy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Noodles and Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2015

/s/ KEVIN REDDY  
Kevin Reddy  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION**

I, Dave Boennighausen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Noodles and Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2015

/s/ DAVE BOENNIGHAUSEN  
Dave Boennighausen  
Chief Financial Officer  
(Principal Financial Officer)

## CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

I, Kevin Reddy, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Noodles & Company on Form 10-Q for the fiscal quarter ended June 30, 2015 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Noodles & Company.

Date: August 7, 2015

By: /s/ KEVIN REDDY  
Name: Kevin Reddy  
Title: Chief Executive Officer

I, Dave Boennighausen, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Noodles & Company on Form 10-Q for the fiscal quarter ended June 30, 2015 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Noodles & Company.

Date: August 7, 2015

By: /s/ DAVE BOENNIGHAUSEN  
Name: Dave Boennighausen  
Title: Chief Financial Officer

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.