
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): February 4, 2026

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 5.07. Submission of Matters to a Vote of Security Holders.

Noodles & Company (the “Company”) held a special meeting of stockholders (the “Special Meeting”) on February 4, 2026 as described in the Company’s definitive proxy statement on Schedule 14A for the Special Meeting, filed with the Securities and Exchange Commission on December 22, 2025 (as supplemented, the “Special Meeting Proxy Statement”). As of December 19, 2025, the record date for the Special Meeting (the “Record Date”), the Company had 46,817,945 shares of Class A common stock (“Common Stock”) outstanding and entitled to vote. There are currently no shares of Class B common stock outstanding. Holders of our Common Stock and Class B common stock are entitled to one vote for each share held as of the Record Date.

At the Special Meeting, stockholders voted in favor of a proposal to approve an amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Charter”) to effect a reverse stock split of the Common Stock by a ratio in a range of 1-for-2 to 1-for-15, with such ratio to be determined in the discretion of the board of directors of the Company (the “Board”) and with such action to be effected at such time and date, if at all, as determined by the Board within one year after the conclusion of the Special Meeting (such proposal, the “Reverse Split Proposal”).

The final voting results on the Reverse Split Proposal were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
34,571,605	1,027,834	273,645	—

Item 8.01. Other Events.

On February 4, 2026, the Company issued a press release announcing that the Board approved the implementation of a reverse stock split of its Common Stock at a ratio of 1-for-8 (the “Reverse Stock Split”). The Company intends to file a Certificate of Amendment to the Charter with the Secretary of State of the State of Delaware on or about February 12, 2026 to effect the Reverse Stock Split at 12:01 a.m. Eastern Time on February 18, 2026. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Reverse Stock Split is being implemented with the goal of bringing the Company into compliance with the \$1.00 minimum bid price requirement for maintaining the listing of its Common Stock on the Nasdaq Global Select Market (the “Minimum Bid Price Requirement”).

As previously disclosed, on June 24, 2025, the Company received a notification letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) indicating that the Company was not in compliance with the Minimum Bid Price Requirement and that it had a compliance period ending on December 22, 2025 to regain compliance. As the Company did not regain compliance by December 22, 2025, the Company requested a hearing before a Nasdaq Hearing Panel (“Panel”) to extend its compliance period, which request stayed any further suspension or delisting action by Nasdaq, pending the ultimate conclusion of the hearing process. On December 22, 2025, the Company filed the Special Meeting Proxy Statement seeking stockholder approval of the Reverse Stock Split Proposal to allow the Board to implement a Reverse Stock Split as appropriate to address the Minimum Bid Price Requirement.

On January 27, 2026, the Panel notified the Company that it had granted the Company’s request for additional time to complete the steps intended to cause it to regain compliance with the Minimum Bid Price Requirement (the “Exception”). Pursuant to the Exception, the Company is required to provide the Panel with prompt notification of any significant events that occur, including any event that may impact the Company’s ability to satisfy the terms of the Exception.

Cautionary Note Regarding Forward Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks, uncertainties and assumptions that are difficult to predict, including statements regarding the Company’s plans to implement the Reverse Stock Split and ability to regain and maintain compliance with Nasdaq’s continued listing requirements, including within the Exception provided by the Panel. 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. Such forward-looking statements are not guarantees of performance and actual actions or events could differ materially from those contained in such statements, including, without limitation, due to risks related to the Company’s ability to implement the Reverse Stock Split, the Company’s ability to regain compliance with Nasdaq’s continued listing requirements or otherwise maintain compliance with any other listing requirement of The Nasdaq Global Select Market, the impact of any delisting of the Common Stock from The Nasdaq Global Select Market and the other risks set forth in the Company’s filings with the Securities and Exchange Commission. The Company disclaims and does not undertake any obligation to update or revise any forward-looking statement in this Current Report on Form 8-K, except as may be required by applicable law or regulation.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
99.1	Noodles & Company Press Release dated February 4, 2026
104	Cover Page Interactive Data File. The cover page XBRL tags are embedded within the Inline XBRL document.

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: February 4, 2026

By: /s/ MIKE HYNES
Name: Mike Hynes
Title: Chief Financial Officer



Noodles & Company Announces Plans For 1-for-8 Reverse Stock Split Effective February 18, 2026

BROOMFIELD, Colo., February 4, 2026 (GLOBE NEWSWIRE) - Noodles & Company (Nasdaq: NDLS) announced today that it plans to effect a 1-for-8 reverse stock split ("Reverse Stock Split") of its Class A common stock, par value \$0.01 per share ("Common Stock"), that is expected to become effective on February 18, 2026 at 12:01 a.m.. Eastern Time.

Noodles' Common Stock will continue to trade on The Nasdaq Global Select Market ("Nasdaq") under the existing symbol "NDLS" and is expected to begin trading on a split-adjusted basis when the market opens on February 18, 2026. The new CUSIP number for the Common Stock following the Reverse Stock Split will be 65540B303.

The Reverse Stock Split is being implemented with the goal of bringing the Company into compliance with the \$1.00 minimum bid price requirement for maintaining its listing on Nasdaq.

At the Company's Special Meeting of Stockholders held on February 4, 2026, the Company's stockholders approved a proposal to authorize a reverse stock split of the Company's Common Stock, at a ratio within the range of 1-for-2 to 1-for-15. Of the votes cast, over 96% were in favor of approval. The Company's board of directors then approved a 1-for-8 reverse split ratio and the Company plans to file a Certificate of Amendment to its Amended and Restated Certificate of Incorporation to effect the Reverse Stock Split effective February 18, 2026.

The 1-for-8 reverse stock split will automatically combine and convert 8 current shares of the Company's Common Stock into one issued and outstanding share of Common Stock. Proportional adjustments also will be made to outstanding equity awards, and to the number of shares issued and issuable under the Company's stock incentive plans. The Reverse Stock Split will not change the par value of the Common Stock nor the authorized number of shares of Common Stock, preferred stock or any series of preferred stock.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders of record who otherwise would be entitled to receive fractional shares because they hold a number of shares not evenly divisible by the Reverse Stock Split ratio will automatically be entitled to receive an additional fraction of a share of Common Stock to round up to the next whole share. With respect to outstanding Common Stock held in "street name" through a bank, broker or other nominee, fractional shares will be rounded up at the participant level. Cash will not be paid for fractional shares.

The Company's transfer agent, Equiniti, will serve as exchange agent for the Reverse Stock Split. Registered stockholders holding pre-split shares of the Company's Common Stock electronically in book-entry form are not required to take any action to receive post-split shares. Banks, brokers or other nominees will be instructed to effect the Reverse Stock Split for their customers holding shares of the Common Stock in "street name," subject to such bank, broker or other nominee's particular processes. Record stockholders holding shares of the Common Stock in certificated form will be sent a transmittal letter by the exchange agent after the effective time of the Reverse Stock Split. The letter of transmittal will contain instructions on how a stockholder should surrender such stockholder's certificate(s) representing shares of the Common Stock to the exchange agent.

About Noodles & Company

Noodles & Company has known noodles since 1995. For 30 years, the brand has brought people together over craveable classics and globally inspired flavors, from indulgent Creamy Mac & Cheese to bold Japanese Pan Noodles. With more than 400 restaurants and a team of passionate noodle lovers, Noodles is built on flavor, comfort, and a people-first culture. To learn more and to 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 the Company's plans to implement the Reverse Stock Split and its ability to regain compliance with Nasdaq's continued listing requirements. 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 expectations with respect to our business strategy and plans to deliver financial results. Our actual results may differ materially from those anticipated in these forward-looking statements due to reasons including, but not limited to, the Company's ability to implement the Reverse Stock Split and the potential effects thereof; the Company's ability to regain compliance with Nasdaq's continued listing requirements or otherwise maintain compliance with any other requirements for continued listing on the Nasdaq Global Select Market; the impact of any delisting of the Company's common stock from The Nasdaq Global Select Market and the other risks set forth in the Company's filings with the Securities and Exchange Commission. 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 most recently filed Annual Report on Form 10-K, and, from time to time, in our subsequently filed Quarterly Reports on Form 10-Q. 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.

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