

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

| | | | | | | | | |
|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Catterton-Noodles Holdings, LLC</u> (Last) (First) (Middle) 599 WEST PUTNAM AVENUE SUITE 200 (Street) GREENWICH CT 06831 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>NOODLES & Co [NDLS]</u> 3. Date of Earliest Transaction (Month/Day/Year) 08/27/2020 | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Multiple Owners | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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 | 08/27/2020 | | S | | 1,435,000 | D | \$7.85 | 2,787,476 ⁽¹⁾ | D ⁽¹⁾⁽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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |
| Warrants to Purchase Class A Common Stock | \$4.35 | | | | | | 08/09/2017 | 02/09/2022 | Class A Common Stock | 1,913,793 | 1,913,793 | I | Multiple Owners ⁽¹⁾⁽²⁾ |

1. Name and Address of Reporting Person*
Catterton-Noodles Holdings, LLC
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 SUITE 200
 (Street)
 GREENWICH CT 06831
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CP6 Management, L.L.C.
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Dahnke Scott Arnold
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Chu James Michael
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Catterton-Noodles, LLC
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 SUITE 200
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

Explanation of Responses:

1. On August 27, 2020, Catterton-Noodles Holdings, LLC ("Catterton Noodles Holdings") sold 1,435,000 shares of Class A Common Stock, at a price of \$7.85 per share, pursuant to a private transaction. Upon completion of the transaction, Catterton Noodles Holdings is the holder of record of 2,787,476 shares of Class A Common Stock. Catterton-Noodles, LLC ("Catterton Noodles") holds warrants that are immediately exercisable for the purchase of up to 1,913,793 shares of Class A Common Stock. CP6 Management, L.L.C. ("CP6") is the manager of each of Catterton Noodles and Catterton Noodles Holdings. The management of CP6 is controlled by a management board. J. Michael Chu and Scott A. Dahnke are the members of the management board of CP6.

2. Relationship of Reporting Person(s) to the Issuer: Catterton-Noodles Holdings, LLC: 10% Owner; Catterton-Noodles, LLC: Member of 10% Owner Group; CP 6 Management, L.L.C.: 10% Owner; Dahnke, Scott Arnold: 10% Owner; Chu, James Michael: 10% Owner.

Remarks:

| | |
|--|-------------------|
| <u>Scott A. Dahnke (Authorized Person for Catterton-Noodles Holdings, LLC)</u> | <u>08/28/2020</u> |
| <u>/s/ Scott A. Dahnke (Authorized Person for CP6 Management, L.L.C.)</u> | <u>08/28/2020</u> |
| <u>/s/ Scott A. Dahnke</u> | <u>08/28/2020</u> |
| <u>/s/ J. Michael Chu</u> | <u>08/28/2020</u> |
| <u>/s/ Scott A. Dahnke (Authorized Person for Catterton-Noodles, LLC)</u> | <u>08/28/2020</u> |
| ** 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.

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, being a person or entity subject to the reporting obligations of the Securities Exchange Act of 1934, as amended (the "Act"),

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assur

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to make any filings with resp

This Limited Power of Attorney is executed as of the date set forth below.

/s/ James Michael Chu
Signature

James Michael Chu
Type or Print Name

12/12/2013
Date