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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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

Date of report (Date of earliest event reported): December 15, 2020

**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 (see General Instruction A.2. below):

- 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:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|----------------------------|--------------------------|--|
| Class A common stock       | NDLS                     | 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.

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

On December 16, 2020, the Board of Directors (the “Board”) of Noodles & Company (the “Company”), appointed Shawn Taylor as a member of the Board effective immediately. Mr. Taylor will serve as a Class II director, with a term ending at the Company’s 2021 annual meeting of stockholders or until his successor is duly elected and qualified. He is not expected to serve on any committees at this time.

Mr. Taylor is not party to any arrangements or understandings with any other person pursuant to which he was appointed as a director. Mr. Taylor does not have any family relationship with the Company’s executive officers or directors, nor has he engaged in any related party transaction with the Company that would be required to be disclosed pursuant to Item 404 of Regulation S-K.

Mr. Taylor is expected to receive compensation for his service on the Board in accordance with the Company’s director compensation program for non-employee directors, which is described in the Company’s Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 19, 2020. Mr. Taylor has entered into the Company’s standard form of indemnification agreement, which was previously filed by the Company as Exhibit 10.15 to the Company’s Form S-1/A filed on June 17, 2013.

On December 16, 2020, the Company issued a press release announcing Mr. Taylor’s appointment. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99.1               | <a href="#">Noodles &amp; Company Press Release dated December 16, 2020</a> |

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**SIGNATURE**

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

Noodles & Company

DATE: December 16, 2020

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



## Shawn A. Taylor Appointed to Noodles & Company Board of Directors

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**BROOMFIELD, Colo., December 16, 2020** (Globe Newswire) - Noodles & Company (NASDAQ: NDLS) today announced the appointment of Shawn A. Taylor as an independent member of its Board of Directors effective December 15, 2020.

Jeff Jones, Chairman of the Board of Noodles & Company commented, "We are thrilled to announce the addition of Shawn Taylor to our Board of Directors. Shawn is a proven leader in the restaurant industry and his strategic, franchising and operational experience will be a tremendous asset for our Company. We are confident he will make significant contributions to Noodles and we welcome him to our Board."

Mr. Taylor most recently was president and operating partner of Zaxby's Houston, LLC, a franchisee of the rapidly growing Zaxby's restaurant chain. Begun in 2013, the franchise operation was sold in 2019. In 2011, Taylor joined a group of business leaders who formed the Houston Baseball Partners, LLC, which led to the acquisition of the Houston Astros. He sold his interest in the Astros in 2017, but remained as an advisor. In 1996 he founded Family EATS L.P., serving as general partner, president, and CEO of the Taco Bell franchise in Houston, TX. During his tenure, he owned, developed, and operated thirty-three Taco Bell locations, which he successfully sold in 2007. Mr. Taylor started his career as a senior staff auditor at Arthur Andersen & Co., LLP in Dallas, TX.

Mr. Taylor has served on various boards, including Taco Bell's Franchise Management Advisory Board, the Houston Astros Foundation, Cadence Bank, the accounting advisory council of the University of Texas' McCombs School of Business, the Houston Zoo, the YMCA of Greater Houston, and the Boys and Girls Club of Houston. He has also received numerous awards throughout his career, including serving as the commencement speaker for the 226th Purdue University graduation and the 2019 Houston Community College graduation. He was awarded the Krannert Business Leadership Award from Purdue University's Krannert School of Management and the Think Outside the Bun Award by Taco Bell Corporation for his community service following the Gulf Coast hurricanes. He was also named one of the Top 30 Influential Leaders by AACSB International's Global Accrediting Body for Business Schools and Entrepreneur of the Year by Purdue University's Krannert School of Management.

Mr. Taylor received his B.S. degree in accounting, with distinction, from Purdue University in 1982.

Mr. Taylor added, "I'm honored to join the Noodles & Company Board of Directors. I've been a fan of the brand for many years and I believe Noodles is well positioned for long-term success. I look forward to working with the entire team to help the Company accelerate growth and realize its full potential."

## **About Noodles & Company**

Since 1995, Noodles & Company has been serving noodles your way, from noodles and flavors that you know and love, to new ones you're about to discover for the first time. From indulgent Wisconsin Mac & Cheese to good-for-you Zoodles, Noodles serves a world of flavor in every bowl. Made up of more than 450 restaurants and 8,000 passionate team members, Noodles is dedicated to nourishing and inspiring every guest who walks through the door. To learn more or find the location nearest you, visit [www.noodles.com](http://www.noodles.com).

## **Contacts:**

Investor Relations

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