

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Catterton-Noodles, LLC</u>  (Last) (First) (Middle) <u>599 WEST PUTNAM AVNUE</u>  (Street) <u>GREENWICH CT 06830</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NOODLES &amp; Co [ NDLS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/12/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Class A Common Stock	04/12/2017		C		4,252,873	A	(1)	11,087,757	D(2)		

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(1)	04/12/2017		C		18,500		02/09/2017	(3)	Class A Common Stock	4,252,873	(4)	0	D(2)	

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

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

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

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Chu James Michael</a>		
(Last)	(First)	(Middle)
599 WEST PUTNAM AVNUE		
(Street)		
GREENWICH	CT	06830
(City)		
(City)	(State)	(Zip)

**Explanation of Responses:**

- Pursuant to its rights under the Securities Purchase Agreement by and among the Company and Catterton-Noodles, LLC ("Catterton Noodles"), the Company issued a conversion notice causing all shares of Series A Convertible Preferred Stock ("Preferred Stock") held by Catterton Noodles to be automatically converted into shares of the Company's Class A Common Stock, effective April 12, 2017. Each share of Preferred Stock is convertible at a conversion price of \$4.35, or approximately 229.8850 shares of Class A Common Stock per share of Preferred Stock.
- The securities reported on this Form 4 are held of record by Catterton Noodles. CP6 Management, L.L.C. ("CP6") is the manager of Catterton Noodles. 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.
- The shares of Preferred Stock have no expiration date.
- Not applicable.

[\(J. Michael Chu\)](#) [04/12/2017](#)

[\(Scott A. Dahnke\)](#) [04/12/2017](#)

[\(Authorized Person for CP6 Management, L.L.C.\)](#) [04/12/2017](#)

[\(Authorized Person for Catterton-Noodles, LLC\)](#) [04/12/2017](#)

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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