
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Noodles & Company
(Name of Issuer)

Class A Common Stock, \$0.01 par value
(Title of Class of Securities)

65540B105
(CUSIP Number)

Mill Road Capital III, L.P.
Attn: Thomas E. Lynch
328 Pemberwick Road
Greenwich, CT 06831
203-987-3500

With a copy to:

Peter M. Rosenblum, Esq.
Foley Hoag LLP
155 Seaport Blvd.
Boston, MA 02210
617-832-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 30, 2023
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons	
	Mill Road Capital III, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions)	
	WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
6.	Citizenship or Place of Organization	
	Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power
		1,491,543
	8.	Shared Voting Power
	9.	Sole Dispositive Power
		1,491,543
	10.	Shared Dispositive Power
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,491,543	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	
	<input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11)	
	3.2%	
14.	Type of Reporting Person (See Instructions)	
	PN	

1.	Names of Reporting Persons Mill Road Capital III GP LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 1,491,543
	8.	Shared Voting Power
	9.	Sole Dispositive Power 1,491,543
	10.	Shared Dispositive Power
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,491,543	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 3.2%	
14.	Type of Reporting Person (See Instructions) HC; OO	

1.	Names of Reporting Persons	
	Mill Road Capital II, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions)	
	WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
6.	Citizenship or Place of Organization	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power
		4,699,148
	8.	Shared Voting Power
	9.	Sole Dispositive Power
		4,699,148
	10.	Shared Dispositive Power
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	4,699,148	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	
	<input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11)	
	10.1%	
14.	Type of Reporting Person (See Instructions)	
	PN	

1.	Names of Reporting Persons	
	Mill Road Capital II GP LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions)	
	AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
	<input type="checkbox"/>	
6.	Citizenship or Place of Organization	
	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power
		4,699,148
	8.	Shared Voting Power
	9.	Sole Dispositive Power
		4,699,148
	10.	Shared Dispositive Power
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	4,699,148	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	
	<input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11)	
	10.1%	
14.	Type of Reporting Person (See Instructions)	
	HC; OO	

1.	Names of Reporting Persons Thomas E. Lynch	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 22,386
	8.	Shared Voting Power 6,190,691
	9.	Sole Dispositive Power 22,386
	10.	Shared Dispositive Power 6,190,691
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 6,213,077	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 13.4%	
14.	Type of Reporting Person (See Instructions) HC; IN	

This Amendment No. 3 to the joint statement on Schedule 13D with respect to the Class A common stock, par value \$0.01 (the “**Common Stock**”), of Noodles & Company, a Delaware corporation (the “**Issuer**”), filed by Thomas E. Lynch, Mill Road Capital II GP LLC, a Delaware limited liability company, Mill Road Capital II, L.P., a Delaware limited partnership, Mill Road Capital III GP LLC, a Cayman Islands limited liability company, and Mill Road Capital III, L.P., a Cayman Islands exempted limited partnership (collectively, the “**Reporting Persons**”) on September 8, 2022, as amended by Amendment No. 1 on Schedule 13D with respect to the Common Stock filed by the Reporting Persons on March 14, 2023, as amended by Amendment No. 2 on Schedule 13D with respect to the Common Stock filed by the Reporting Persons on May 25, 2023 (such joint statement, as so amended and as amended herein, the “**Schedule 13D**”), further amends the Schedule 13D as follows:

1. Item 4 of the Schedule 13D shall hereby be amended by inserting the following paragraph after the first paragraph:

On May 30, 2023, Mr. Lynch was appointed to the Issuer’s Board of Directors.

2. Except as expressly modified hereby, all provisions of the Schedule 13D shall continue in full force and effect.

[signature pages follow]

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: June 1, 2023

MILL ROAD CAPITAL II, L.P.

By: Mill Road Capital II GP LLC,
its General Partner

By: /s/ Justin C. Jacobs
Justin C. Jacobs
Management Committee Director

MILL ROAD CAPITAL II GP LLC

By: /s/ Justin C. Jacobs
Justin C. Jacobs
Management Committee Director

MILL ROAD CAPITAL III, L.P.

By: Mill Road Capital III GP LLC,
its General Partner

By: /s/ Justin C. Jacobs
Justin C. Jacobs
Management Committee Director

MILL ROAD CAPITAL III GP LLC

By: /s/ Justin C. Jacobs
Justin C. Jacobs
Management Committee Director

THOMAS E. LYNCH

/s/ Justin C. Jacobs
Justin C. Jacobs, attorney-in-fact