

**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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Boennighausen David James</u>  (Last) (First) (Middle) 520 ZANG STREET, SUITE D  (Street) BROOMFIELD CO 80021  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2019</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	06/28/2019		A		25,380 <sup>(1)</sup>	A	\$0	98,500	D	
Class A Common Stock	06/28/2019		A		15,515 <sup>(2)</sup>	A	\$0	114,015	D	
Class A Common Stock	06/29/2019		F		1,031 <sup>(3)</sup>	D	\$7.88	112,984	D	
Class A Common Stock	06/30/2019		F		2,898 <sup>(3)</sup>	D	\$7.88	110,086	D	

**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
Stock Option (Right to Buy)	\$7.88	06/28/2019		A		46,832		(4)	06/28/2029	Class A Common Stock	46,832	\$0	46,832	D	

**Explanation of Responses:**

- Award of Restricted Stock Units ("RSUs") received on June 28th, 2019. Each RSU represents a right to receive one share of Noodles & Company Class A common stock. The RSUs vest in four equal annual installments beginning on June 28th, 2020.
- Award of Performance Restricted Stock Units ("RSUs") received on June 28th, 2019. Each RSU represents a right to receive one share of Noodles & Company's Class A common stock. These restricted stock units are subject to performance-based vesting conditions linked to Noodles & Company's Same Store Sales and Adjusted EBITDA targets through December 31, 2021 (the "Performance Period").
- Represents shares surrendered to the Issuer by the Reporting Person to pay required tax withholdings due upon vesting of Restricted Stock Units. The shares surrendered were valued based on most recent the closing price of the common stock of the Issuer on the date of surrender.
- These options vest in four equal annual installments beginning on June 28th, 2020.

**Remarks:**

/s/ Melissa Heidman, attorney in fact 07/05/2019

\*\* 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.