

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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 Holdings, LLC</u> (Last) (First) (Middle) <u>599 WEST PUTNAM AVENUE</u> <u>SUITE 200</u> (Street) <u>GREENWICH CT 06831</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/17/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>NOODLES & Co [NDLS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/21/2020</u> 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>4,222,476⁽¹⁾</u>	<u>D⁽¹⁾</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Warrants to Purchase Class A Common Stock</u>	<u>08/09/2017</u>	<u>02/09/2022</u>	<u>Class A Common Stock</u>	<u>1,913,793</u>	<u>4.35</u>	<u>I⁽²⁾</u>	<u>(2)</u>

Explanation of Responses:

- On August 17, 2020, Catterton-Noodles, LLC ("Catterton Noodles") made a pro rata distribution of 6,224,987 shares of Class A Common Stock, constituting all of the shares of Class A Common Stock for which it was the holder of record, to its members (the "Distribution"). Upon completion of the Distribution, Catterton-Noodles Holdings, LLC ("Catterton Noodles Holdings") is the holder of record of 4,222,476 shares of Class A Common Stock.
- Catterton Noodles holds warrants that are immediately exercisable for the purchase of up to 1,913,793 shares of Class A Common Stock held by Catterton Noodles. Catterton Noodles Holdings may be deemed to beneficially own such warrants.

Remarks:

This Form 3/A is being filed solely to correct the number of shares held of record by Catterton Noodles Holdings following the Distribution.

Scott A. Dahnke
(Authorized Person for
Catterton-Noodles
Holdings, LLC)
 ** Signature of Reporting Person

08/26/2020
 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 5 (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.