

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 10-Q/A**  
(Amendment No. 1)

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(Mark One)

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

**For the quarterly period ended March 31, 2015**

or

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

**For the transition period from            to**

**Commission File Number: 001-35987**

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**NOODLES & COMPANY**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation or organization)

**84-1303469**

(I.R.S. Employer Identification No.)

**520 Zang Street, Suite D**

**Broomfield, CO**

(Address of principal executive offices)

**80021**

(Zip Code)

**(720) 214-1900**

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at May 4, 2015
Class A Common Stock, \$0.01 par value per share	28,472,204 shares
Class B Common Stock, \$0.01 par value per share	1,522,098 shares

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## EXPLANATORY NOTE

Noodles & Company (the "Company") is filing this amendment (the "Form 10-Q/A") to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 (the "Form 10-Q"), filed with the U.S. Securities and Exchange Commission on May 7, 2015, solely to correct an error on the cover page and in an exhibit. The cover page of the Form 10-Q incorrectly stated that the number of the Company's Class A Common Stock outstanding as of May 4, 2015 was 29,994,302. This incorrect number included both the number of shares of Class A Common Stock outstanding and an additional 1,522,098 shares of Class B Common Stock. The cover page of this Form 10-Q/A correctly states that the number of shares of outstanding Class A Common Stock of the Company on May 4, 2015 was 28,472,204.

The incorrect number of shares outstanding at May 4, 2015 was also included in Exhibit 101 to the Form 10-Q containing the Company's Extensible Business Reporting Language ("XBRL") materials for the quarter ended March 31, 2015. This Form 10-Q/A also amends Item 6, "Exhibits," specifically by including Exhibit 101 containing the Company's XBRL materials for the quarter ended March 31, 2015 with the corrected number of shares outstanding at May 4, 2015.

This Form 10-Q/A should be read in conjunction with the original Form 10-Q, which continues to speak as of the date of the Form 10-Q. Except as specifically noted above, this Form 10-Q/A does not modify or update the financial results or disclosures in the original Form 10-Q. Accordingly, this Form 10-Q/A does not reflect events occurring after the filing of the Form 10-Q or modify or update any related or other disclosures.

**PART II**

**Item 6. Exhibit Index**

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10.1 *	Letter agreement dated March 9, 2015 between Noodles & Company and Dan Fogarty.
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1 *	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF **	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document

\* Previously filed with the Registrant's Quarterly Report on Form 10-Q filed with the SEC on May 7, 2015.

\*\* Exhibit 101 is being filed solely to correct the number of shares outstanding at May 4, 2015 as described in the Explanatory Note to this Form 10-Q/A.

**SIGNATURES**

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

**NOODLES & COMPANY**

By: /s/ DAVE BOENNIGHAUSEN

Dave Boennighausen  
*Chief Financial Officer*

Date June 4, 2015

**CERTIFICATION**

I, Kevin Reddy, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Noodles and Company; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 4, 2015

/s/ KEVIN REDDY  
Kevin Reddy  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION**

I, Dave Boennighausen, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Noodles and Company; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: June 4, 2015

/s/ DAVE BOENNIGHAUSEN  
Dave Boennighausen  
Chief Financial Officer  
(Principal Financial Officer)