

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Mill Road Capital II, L.P.</u> (Last) (First) (Middle) 382 GREENWICH AVENUE SUITE ONE (Street) GREENWICH CT 06830 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/13/2017	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) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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)
Class A Common Stock, \$0.01 par value	8,873,240	D ⁽¹⁾	

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				

1. Name and Address of Reporting Person*
Mill Road Capital II, L.P.
 (Last) (First) (Middle)
 382 GREENWICH AVENUE
 SUITE ONE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Mill Road Capital II GP LLC
 (Last) (First) (Middle)
 382 GREENWICH AVENUE
 SUITE ONE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
LYNCH THOMAS E
 (Last) (First) (Middle)
 382 GREENWICH AVENUE
 SUITE ONE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Scharfman Scott		
(Last)	(First)	(Middle)
382 GREENWICH AVENUE		
SUITE ONE		
(Street)		
GREENWICH	CT	06830
(City)	(State)	(Zip)

Explanation of Responses:

1. The shares reported are directly beneficially owned by Mill Road Capital II, L.P. (the "Fund"). Mill Road Capital II GP LLC (the "GP") is the sole general partner of the Fund and has sole authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the Fund. Each of Messrs. Lynch and Scharfman is a management committee director of the GP and has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the GP. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

Remarks:

On March 13, 2017, the Fund and the Issuer entered into a Securities Purchase Agreement pursuant to which the Fund agreed to purchase 8,873,240 shares of the Issuer's Class A Common Stock. The Fund's obligation to purchase those shares was subject to the prior satisfaction of several important conditions. As a result of the satisfaction on March 13, 2017 of certain of those conditions, the Reporting Persons for this Form 3 may be deemed to have acquired beneficial ownership under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), of such shares on that date. Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by any such Reporting Person that he or it is the beneficial owner of such shares for purposes of Section 13 or 16 of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed except to the extent of his or its pecuniary interest therein, if any.

[/s/ Scott P. Scharfman,](#)
[Management Committee](#)
[Director of sole general partner](#) [03/23/2017](#)
[on behalf of Mill Road Capital](#)
[II, L.P.](#)

[/s/ Scott P. Scharfman,](#)
[Management Committee](#) [03/23/2017](#)
[Director on behalf of Mill](#)
[Road Capital II GP LLC](#)

[/s/ Scott P. Scharfman on](#)
[behalf of Thomas E. Lynch by](#) [03/23/2017](#)
[power of attorney](#)

[/s/ Scott P. Scharfman](#) [03/23/2017](#)

** 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 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.

CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated Scott P. Scharfman and Justin C. Jacobs, each acting singly, to execute and file on the undersigned's behalf all Forms 3, 4 and 5 and Schedules 13D and 13G (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Noodles & Company, a Delaware corporation. The authority of Scott P. Scharfman and Justin C. Jacobs under this Statement shall continue until the undersigned is no longer required to file any of Forms 3, 4 and 5 and Schedules 13D and 13G with regard to the undersigned's ownership of or transactions in securities of Noodles & Company, unless earlier revoked in writing. The undersigned acknowledges that Scott P. Scharfman and Justin C. Jacobs are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934, as amended.

/s/ Thomas E. Lynch
Thomas E. Lynch

Dated: March 23, 2017

CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated Thomas E. Lynch and Justin C. Jacobs, each acting singly, to execute and file on the undersigned's behalf all Forms 3, 4 and 5 and Schedules 13D and 13G (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Noodles & Company, a Delaware corporation. The authority of Thomas E. Lynch and Justin C. Jacobs under this Statement shall continue until the undersigned is no longer required to file any of Forms 3, 4 and 5 and Schedules 13D and 13G with regard to the undersigned's ownership of or transactions in securities of Noodles & Company, unless earlier revoked in writing. The undersigned acknowledges that Thomas E. Lynch and Justin C. Jacobs are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934, as amended.

/s/ Scott P. Scharfman
Scott P. Scharfman

Dated: March 23, 2017