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

FORM 8-K

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

Date of report (Date of earliest event reported): October 11, 2018

NOODLES & COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-35987
(Commission File Number)

84-1303469
(I.R.S. Employer
Identification No.)

520 Zang Street, Suite D, Broomfield, CO
(Address of Principal Executive Offices)

80021
(Zip Code)

Registrant's Telephone Number, Including Area Code: (720) 214-1900

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company x

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. x

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 12, 2018, Noodles & Company (the “Company”) announced that the Board of Directors of the Company (the “Board”) appointed Ken Kuick, 49, as Chief Financial Officer of the Company, effective November 12, 2018. Mr. Kuick will be responsible for leading the Company’s accounting and finance operations and will be the Company’s principal financial officer. He will report directly to Chief Executive Officer Dave Boennighausen. The Company’s press release announcing Mr. Kuick’s appointment is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In connection with his appointment as Chief Financial Officer, the Company entered into an offer letter with Mr. Kuick, dated September 28, 2018 (the “Offer Letter”). The Offer Letter provides that, upon commencement of his employment with the Company, Mr. Kuick will receive the following compensation and benefits as Chief Financial Officer: (i) an annual base salary of \$325,000; (ii) an annual bonus opportunity with a target amount equal to 40% of Mr. Kuick’s base salary, pro-rated for the fiscal 2018 year, with the actual bonus amount based upon achievement of Company and individual performance targets; and (iii) an equity grant under the Company’s Equity Incentive Plan. The equity grant will be valued at \$300,000 when granted on the effective date of Mr. Kuick’s employment with the Company and will be comprised of 40% nonqualified stock options and 60% restricted stock units, both which will vest in four annual ratable installments. Mr. Kuick is further entitled to the standard benefits available to the Company’s executives generally, including health insurance, life and disability coverage and the option to participate in the Company’s 401(k) Savings Plan. Either Mr. Kuick or the Company may terminate Mr. Kuick’s employment at any time for any reason.

Mr. Kuick is joining the Company with extensive leadership experience and expertise in accounting and finance functions from a diverse group of businesses. Mr. Kuick has over 25 years of experience in finance and accounting leadership roles. He most recently served as Chief Accounting Officer of VICI Properties Inc. (NYSE: VICI), a real estate investment trust specializing in casino properties, from October 2017 to August 2018, where he was responsible for accounting, consolidated financial operations, capital market transactions, treasury, internal audit, tax and external reporting. Prior to that, he served as Chief Accounting Officer of Caesars Entertainment Operating Company, a subsidiary of Caesars Entertainment Corporation (Nasdaq: CZR) from November 2014 to October 2017, where he was responsible for all accounting and external reporting, consolidated financial operations, treasury and capital market transactions and bankruptcy process for the company and its casino properties. From December 2011 to November 2014, he served as Vice President, Assistant Controller for Caesars Entertainment Corporation, where he was responsible for SEC filings, earnings releases, SEC comment letters, standalone statutory reports, monthly financial reporting, capital market transactions and compliance with technical accounting policies. Mr. Kuick earned his Bachelor of Science degree in Accounting and Business Systems from Taylor University.

There were no arrangements or understandings between Mr. Kuick and any other person pursuant to which Mr. Kuick was selected as an officer. There are no family relationships between Mr. Kuick and any director or executive officer of the Company required to be disclosed under Item 401(d) of Regulation S-K, and he does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are furnished as part of this Report:

| Exhibit Number | Description |
|-----------------------|------------------------------------------------------------------------------------|
| 99.1 | <u>Noodles & Company Press Release, dated October 12, 2018</u> |

SIGNATURE

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

Noodles & Company

By: /s/ Dave Boennighausen

Name: Dave Boennighausen

Title: Chief Executive Officer

DATE: October 12, 2018



Noodles & Company Announces Senior Management Additions

Ken Kuick Named Chief Financial Officer

Melissa Heidman Promoted to Executive Vice President, General Counsel and Secretary

BROOMFIELD, Colo., October 12, 2018 (Globe Newswire) - Noodles & Company (NASDAQ: NDLS) today announced that Ken Kuick has been named the Company's Chief Financial Officer, effective November 12, 2018. The Company also announced the recent promotion of Melissa M. Heidman to the role of Executive Vice President, General Counsel and Secretary.

"We have strengthened our executive team with the addition of two new leaders," stated Dave Boennighausen, Chief Executive Officer of Noodles & Company. "I'm pleased to welcome Ken Kuick to our team as Chief Financial Officer. Ken brings extensive leadership experience and expertise in accounting and finance functions from a diverse group of successful businesses, and he will be instrumental in developing our financial roadmap over the next several years. Additionally, Melissa Heidman was recently promoted to Executive Vice President, General Counsel and Secretary, after serving as our Associate General Counsel since August of 2011. Melissa has long been a tremendous asset to our company and I look forward to working with her more closely in the future. We now have a complete and solid leadership team that is focused on building upon our recent momentum and carrying the Noodles & Company brand to its vast potential."

Ken Kuick brings over 25 years of finance and accounting leadership to Noodles & Company. Most recently, he was Chief Accounting Officer for VICI Properties, a real estate investment trust that was spun out of Caesars Entertainment Corporation. Mr. Kuick also served as Chief Accounting Officer for Caesars Entertainment from 2014 to 2017, playing a key leadership role in the Company's emergence from bankruptcy, and as Vice-President, Assistant Controller beginning in 2011. Prior to that, he served a dual role as Chief Financial Officer for Transamerica Investment Management and Controller for Aegon USA Investment Management under Aegon N.V. He has also held leadership roles at Calamos Asset Management and Alberto-Culver Company. Mr. Kuick began his career at Arthur Andersen. He holds a Bachelor of Science, Accounting and Business Systems from Taylor University in Upland, Indiana and is a Certified Public Accountant.

Melissa M. Heidman was promoted to the role of Executive Vice President, General Counsel and Secretary in June 2018. Prior to that, she served at Noodles & Company as Vice President, Acting General Counsel and Secretary from December of 2017 until June 2018, as Vice President and Associate General Counsel from 2015 until 2017, and as Associate General Counsel from 2011 to 2015. Prior to joining Noodles & Company, Ms. Heidman was Special Counsel in the law firm of Berg Hill Greenleaf & Ruscitti. She began her career serving as a Law Clerk for the District Court of Iowa, the Iowa Supreme Court and, later, as Law Clerk and Staff Attorney for the Superior Court of Guam. Ms. Heidman received a BA in Political Science from the University of Iowa and received a J.D. from Drake University Law School.

About Noodles & Company.

Since 1995, Noodles & Company has been serving noodles your way, from noodles and flavors that you know and love, to new ones you're about to discover for the first time. From indulgent Wisconsin Mac & Cheese to good-for-you Zoodles, Noodles serves a world of flavor in every bowl. Made up of more than 450 restaurants and 10,000 passionate team members, Noodles is dedicated to nourishing and inspiring every guest who walks through the door. To learn more or find the location nearest you, visit www.noodles.com.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "design," "estimate," "predict," "potential," "plan" or the negative of these terms, and similar expressions intended to identify forward-looking statements. These statements reflect the Company's current views with respect to future events and are based on currently available operating, financial and competitive information. Examples of forward-looking statements include all matters that are not historical facts, such as statements regarding the Company's future financial performance in light of management changes. The Company's actual results may differ materially from those anticipated in these forward-looking statements due to reasons including, but not limited to those discussed in the Company's filings with the Securities and Exchange Commission, including in its Annual Report on Form 10-K for the year ended January 2, 2018. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the statements. Also, the forward-looking statements contained herein represent the Company's estimates and assumptions only as of the date hereof. Unless required by United States federal securities laws, the Company does not intend to update any of these forward-looking statements to reflect circumstances or events that occur after the statement is made.

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