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The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
0001275158	NOODLES & CO		<input checked="" type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
NOODLES & Co			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
NOODLES & Co			
Street Address 1		Street Address 2	
520 Zang Street		Suite D	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
Broomfield	COLORADO	80021	(720) 214-1900

3. Related Persons

Last Name	First Name	Middle Name
Reddy	Kevin	
Street Address 1	Street Address 2	
c/o Noodles & Company	520 Zang Street, Suite D	
City	State/Province/Country	ZIP/PostalCode
Broomfield	COLORADO	80021
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Kinsey	Keith	
Street Address 1	Street Address 2	
c/o Noodles & Company	520 Zang Street, Suite D	
City	State/Province/Country	ZIP/PostalCode
Broomfield	COLORADO	80021
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Chu	J. Michael	
Street Address 1	Street Address 2	
c/o Catterton Partners	599 West Putnam Avenue	
City	State/Province/Country	ZIP/PostalCode
Greenwich	CONNECTICUT	06830
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Taub	Andrew	
Street Address 1	Street Address 2	
c/c Catterton Partners	599 West Putnam Avenue	
City	State/Province/Country	ZIP/PostalCode
Greenwich	CONNECTICUT	06830
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Pittman	Jim	
Street Address 1	Street Address 2	
c/o PSP Investments	1250 Rene-Levesque Blvd. West, Suite 900	
City	State/Province/Country	ZIP/PostalCode
Montreal	QUEBEC, CANADA	H3B4W8
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Frenkiel	Stuart	
Street Address 1	Street Address 2	
c/o PSP Investments	1250 Rene-Levesque Blvd. West, Suite 900	
City	State/Province/Country	ZIP/PostalCode
Montreal	QUEBEC, CANADA	H3B4W8
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rand	James	
Street Address 1	Street Address 2	
508 Melrose Street	Unit 7B	
City	State/Province/Country	ZIP/PostalCode
Chicago	ILLINOIS	60657
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Voss	Dawn	
Street Address 1	Street Address 2	
c/o Noodles & Company	520 Zang Street, Suite D	

City**State/Province/Country****ZIP/PostalCode**

Broomfield

COLORADO

80021

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name**First Name****Middle Name**

Strasen

Paul

Street Address 1**Street Address 2**

c/o Noodles & Company

520 Zang Street, Suite D

City**State/Province/Country****ZIP/PostalCode**

Broomfield

COLORADO

80021

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name**First Name****Middle Name**

Fogarty

Dan

Street Address 1**Street Address 2**

c/o Noodles & Company

520 Zang Street, Suite D

City**State/Province/Country****ZIP/PostalCode**

Broomfield

COLORADO

80021

Relationship: X Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture

Health Care

Retailing

Banking & Financial Services

Biotechnology

X Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

Other Technology

Pooled Investment Fund

Manufacturing

Travel

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Real Estate

Airlines & Airports

Yes

No

Commercial

Lodging & Conventions

Other Banking & Financial Services

Construction

Tourism & Travel Services

Business Services

REITS & Finance

Other Travel

Energy

Residential

Other

Coal Mining

Other Real Estate

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

Revenue Range**OR****Aggregate Net Asset Value Range**

No Revenues

No Aggregate Net Asset Value

\$1 - \$1,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 -
\$25,000,000

\$25,000,001 -
\$100,000,000

Over \$100,000,000

X Decline to Disclose

Not Applicable

\$1 - \$5,000,000

\$5,000,001 - \$25,000,000

\$25,000,001 - \$50,000,000

\$50,000,001 - \$100,000,000

Over \$100,000,000

Decline to Disclose

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 504 (b)(1)(i)

Rule 504 (b)(1)(ii)

Rule 504 (b)(1)(iii)

Rule 505

X Rule 506

Securities Act Section 4(5)

Investment Company Act Section 3(c)

Section 3(c)(1)

Section 3(c)(9)

Section 3(c)(2)

Section 3(c)(10)

Section 3(c)(3)

Section 3(c)(11)

Section 3(c)(4)

Section 3(c)(12)

Section 3(c)(5)

Section 3(c)(13)

Section 3(c)(6)

Section 3(c)(14)

Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2010-12-27 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity

Debt

Option, Warrant or Other Right to Acquire Another Security

Security to be Acquired Upon Exercise of Option, Warrant or
Other Right to Acquire Security

Pooled Investment Fund Interests

Tenant-in-Common Securities

Mineral Property Securities

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as
a merger, acquisition or exchange offer? X Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient

(Associated) Broker or Dealer X None

Street Address 1

City

Recipient CRD Number X None

(Associated) Broker or Dealer CRD Number X None

Street Address 2

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply) All States Foreign/non-US
Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$20,361,950 USD or Indefinite

Total Amount Sold \$20,361,950 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

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Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

104

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Noodles & Company	/s/ Paul Strasen	Paul Strasen	Executive Vice President	2011-01-07

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
