FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

7. Nature of Indirect Beneficial Ownership (Instr. 4)

11. Nature

of Indirect Beneficial

Ownership (Instr. 4)

tion 1(b).			Fil							ies Exchan			1			per response		_
nd Address of	Reporting Person*			2. I:	ssuer	Name a	and Tic	ker or Tra	ding	Symbol	of 1940	1				g Person(s)	to Issue	r
Catterton-Noodles, LLC				NO	NOODLES & Co [NDLS]								(Che	(Check all applicable) Director X 10% Owner				∍r
(Last) (First) (Middle) 599 WEST PUTNAM AVENUE SUITE 200				3. Date of Earliest Transaction (Month/Day/Year) 11/06/2014									Officer (give title Other (specify below) below)					
00				4. 11	Amer	ndment	, Date	of Origina	Filed	d (Month/Da	ay/Year)			or Joint/Group	Filing (Che	ck Applic	cable
(Street) GREENWICH CT 06830				_										Form filed by One Reporting Person Form filed by More than One Reporting Person				
(St	ate)	(Zip)																
		le I - No			_			1	Dis									
Date			Date	ay/Year) if		Execution Date, f any		Transaction Disposed Code (Instr.) Securities Beneficially Owned Following		Form: Dire (D) or Indir	ct of I ect Bei Ow	7. Nature of Indired Beneficia Ownersh (Instr. 4)		
								Code	V	Amount	(A (D) or)	Price	Trans	action(s)			
			<u> </u>					S		<u> </u>	<u> </u>					D ⁽¹⁾		
	Ta													Owned				
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	n Date,			of Deriv Secu Acqu (A) o Dispo	rative rities rired r osed	Expiration	n Dai	e	Amou Secur Under Deriva Secur	nt of ities lying ative ity (Ins	De Se (In	rivative curity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ship of I Be D) Ow ect (In:	Beneficia Ownersh (Instr. 4)
				Code	v	and s	(D)	Date Exercisa			Title	or Num of	ber					
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(Middle)

599 WEST PUTNAM AVENUE

(Street) GREENWICH	СТ	06830						
(City)	(State)	(Zip)						
Name and Address of Reporting Person* Chu James Michael								
,								
(Last) 599 WEST PUTN	(First)	(Middle)						
333 WEST FORWARD AVENUE								
(Street)								
GREENWICH	CT	06830						
(City)	(State)	(Zip)						

Explanation of Responses:

1. Represents shares of the issuer held by Catterton-Noodles, LLC. CP6 Management, L.L.C. is the manager of Catterton-Noodles, LLC. Further, each of J. Michael Chu and Scott A. Dahnke is the Managing Member of CP6 Management, L.L.C. By virtue of these relationships, CP6 Management, L.L.C., J. Michael Chu and Scott A. Dahnke may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Catterton-Noodles, LLC. CP6 Management, L.L.C., J. Michael Chu and Scott A. Dahnke expressly disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

Remarks:

/s/ Paul Strasen, attorney in fact 11/07/2014

** 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 4 (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.