

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

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. Issuer Name and Ticker or Trading Symbol <u>NOODLES & Co [NDLS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock, \$0.01 per share	07/31/2018		s		387,463 ⁽¹⁾	D	\$9.5	6,662,424	D ⁽²⁾	
Class A Common Stock, \$0.01 per share								15,792	I	See footnote ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						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		
<hr/>		
(Street)		
GREENWICH	CT	06830
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Scharfman Scott</u>		
<hr/>		
(Last)	(First)	(Middle)
382 GREENWICH AVENUE		
SUITE ONE		
<hr/>		
(Street)		
GREENWICH	CT	06830
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. Represents shares that Mill Road Capital II, L.P. (the "Fund") agreed to sell, subject to specified closing conditions, pursuant to an underwriting agreement, dated as of July 26, 2018, by and among the issuer, the Fund, the other selling stockholders named therein, and Jefferies LLC, Citigroup Global Markets Inc. and RBC Capital Markets, LLC, as representatives of the underwriters, in connection with a public offering of the issuer's Class A common stock.
2. The shares reported are directly held by 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.
3. Mill Road Capital Management, LLC, an affiliate of the Reporting Persons that does not have Section 13(d) beneficial ownership of any securities of the issuer, has the right to receive the economic benefit of the reported shares and, accordingly, Mr. Lynch has no direct pecuniary interest in such shares. 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:

/s/ Thomas E. Lynch,
Management Committee
Director of sole general partner 08/02/2018
on behalf of Mill Road Capital
II, L.P.

/s/ Thomas E. Lynch,
Management Committee 08/02/2018
Director on behalf of Mill
Road Capital II GP LLC

/s/ Thomas E. Lynch 08/02/2018
/s/ Thomas E. Lynch on behalf
of Scott P. Scharfman by power 08/02/2018
of attorney

** 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.