

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Catterton-Noodles, LLC</u> (Last) (First) (Middle) 599 WEST PUTNAM AVENUE SUITE 200 (Street) GREENWICH CT 06830 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>NOODLES & Co [NDLS]</u> 3. Date of Earliest Transaction (Month/Day/Year) 08/17/2020 4. If Amendment, Date of Original Filed (Month/Day/Year) 08/19/2020			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Multiple Reporting Owners 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		
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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	08/17/2020		j ⁽¹⁾		2,002,511	D	\$0	4,222,476 ⁽¹⁾	I ⁽¹⁾⁽²⁾	Multiple Owners ⁽¹⁾⁽²⁾

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Class A Common Stock	\$4.35							08/09/2017	02/09/2022	Class A Common Stock	1,913,793	1,913,793	D ⁽¹⁾⁽²⁾	

1. Name and Address of Reporting Person*
Catterton-Noodles, LLC
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 SUITE 200
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CP6 Management, L.L.C.
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Dahnke Scott Arnold
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Chu James Michael
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

Explanation of Responses:

1. On August 17, 2020, Catterton-Noodles, LLC ("Catterton Noodles") made a pro rata distribution of 6,224,987 shares of Class A Common Stock, constituting all of the shares of Class A Common Stock for which it was the holder of record, to its members (the "Distribution"). Upon completion of the Distribution, Catterton-Noodles Holdings, LLC ("Catterton Noodles Holdings") is the holder of record of 4,222,476 shares of Class A Common Stock. Catterton Noodles holds warrants that are immediately exercisable for the purchase of up to 1,913,793 shares of Class A Common Stock. CP6 Management, L.L.C. ("CP6") is the manager of each of Catterton Noodles and Catterton Noodles Holdings. The management of CP6 is controlled by a management board. J. Michael Chu and Scott A. Dahnke are the members of the management board of CP6.
 2. Relationship of Reporting Person(s) to the Issuer: Catterton-Noodles, LLC: Member of 10% Owner Group CP 6 Management, L.L.C.: 10% Owner Dahnke, Scott Arnold: 10% Owner Chu, James Michael: 10% Owner.

Remarks:

This Form 4/A is being filed solely to correct the number of shares held of record by Catterton Noodles Holdings following the Distribution.

/s/ Scott A. Dahnke (Authorized Person for Catterton-Noodles, LLC) 08/26/2020
/s/ Scott A. Dahnke (Authorized Person for CP6 Management, L.L.C.) 08/26/2020

[/s/ Scott A. Dahnke](#)

[08/26/2020](#)

[/s/ J. Michael Chu](#)

[08/26/2020](#)

** 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.

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, being a person or entity subject to the reporting obligations of the Securities Exchange Act of 1934, as amended (the "Act"),

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assur

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to make any filings with resp

This Limited Power of Attorney is executed as of the date set forth below.

/s/ James Michael Chu
Signature

James Michael Chu
Type or Print Name

12/12/2013
Date