

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

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

1. Name and Address of Reporting Person* <u>Catterton-Noodles, LLC</u>		2. Issuer Name and Ticker or Trading Symbol <u>NOODLES &amp; Co [ NDL.S ]</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) _____	
(Last) _____ (First) _____ (Middle) _____ <u>599 WEST PUTNAM AVENUE</u> <u>SUITE 200</u>		3. Date of Earliest Transaction (Month/Day/Year) <u>11/29/2018</u>			
(Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u>		4. If Amendment, Date of Original Filed (Month/Day/Year)		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	
(City) _____ (State) _____ (Zip) _____					

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			
<u>Class A Common Stock</u>	<u>11/29/2018</u>		<u>S</u>		<u>1,858,387</u>	<u>D</u>	<u>\$8.9</u>	<u>8,173,858</u>	<u>D<sup>(1)(2)</sup></u>	

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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Catterton-Noodles, LLC</u>	
(Last) _____ (First) _____ (Middle) _____ <u>599 WEST PUTNAM AVENUE</u> <u>SUITE 200</u>	
(Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u>	
(City) _____ (State) _____ (Zip) _____	
1. Name and Address of Reporting Person* <u>CP6 Management, L.L.C.</u>	
(Last) _____ (First) _____ (Middle) _____ <u>599 WEST PUTNAM AVENUE</u>	
(Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u>	
(City) _____ (State) _____ (Zip) _____	
1. Name and Address of Reporting Person* <u>Dahnke Scott Arnold</u>	
(Last) _____ (First) _____ (Middle) _____ <u>599 WEST PUTNAM AVENUE</u>	
(Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u>	
(City) _____ (State) _____ (Zip) _____	
1. Name and Address of Reporting Person* <u>Chu James Michael</u>	
(Last) _____ (First) _____ (Middle) _____ <u>599 WEST PUTNAM AVENUE</u>	
(Street) <u>GREENWICH</u> <u>CT</u> <u>06830</u>	
(City) _____ (State) _____ (Zip) _____	

Explanation of Responses:

- The securities reported on this Form 4 are held of record by Catterton-Noodles, LLC ("Catterton Noodles"), CP6 Management, L.L.C. ("CP6") is the manager of Catterton Noodles. 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.
- Relationship of Reporting Person(s) to the Issuer: Catterton-Noodles, LLC: 10% Owner; CP 6 Management, L.L.C.: 10% Owner; Dahnke, Scott Arnold: 10% Owner and Director; Chu, James Michael: 10% Owner.

Remarks:

/s/ Scott A. Dahnke 11/29/2018  
/s/ J. Michael Chu 11/29/2018  
/s/ Scott A. Dahnke (Authorized Person for Catterton-Noodles, LLC) 11/29/2018  
/s/ Scott A. Dahnke (Authorized Person for CP6 Management, L.L.C.) 11/29/2018

\*\* 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.

Exhibit 24

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"), due to or with respect

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corpor

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

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