

Catterton-Noodles, LLC  
 Form 4  
 November 29, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Catterton-Noodles, LLC

2. Issuer Name and Ticker or Trading Symbol  
 NOODLES & Co [NDLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 599 WEST PUTNAM AVENUE, SUITE 200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/29/2018

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

GREENWICH, CT 06830

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Class A Common Stock	11/29/2018		S	1,858,387 D	\$ 8.9 8,173,858	D (1) (2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Catterton-Noodles, LLC 599 WEST PUTNAM AVENUE SUITE 200 GREENWICH, CT 06830		X		
CP6 Management, L.L.C. 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		
Dahnke Scott Arnold 599 WEST PUTNAM AVENUE GREENWICH, CT 06830	X	X		
Chu James Michael 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		

## Signatures

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

## Explanation of Responses:

- \* 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).
- (1) The securities reported on this Form 4 are held of record by Catterton-Noodles, LLC ("Catterton Noodles"). CP6 Management, L.L.C. ("CP^") 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.
- (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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