

Catterton-Noodles, LLC
 Form 4
 July 30, 2018

FORM 4

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

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).

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)
 07/26/2018

___ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 07/26/2018 | | S | 2,477,842 | D \$ 10 | 10,558,786 | 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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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/ J. Michael Chu | 07/27/2018 |
| **Signature of Reporting Person | Date |
| /s/ Scott A. Dahnke | 07/27/2018 |
| **Signature of Reporting Person | Date |
| /s/ Scott A. Dahnke (Authorized Person for CP6 Management, L.L.C.) | 07/27/2018 |
| **Signature of Reporting Person | Date |
| /s/ Scott A. Dahnke (Authorized Person for Catterton-Noodles, LLC) | 07/27/2018 |
| **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 and CP 6 Management, L.L.C.: 10% Owner and Dahnke, Scott Arnold: 10% Owner, Director and 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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