NOODLES & Co Form 4 November 07, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Estimated average response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

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

(First)

(Street)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NOODLES & Co [NDLS]

(Check all applicable)

599 WEST PUTNAM

3. Date of Earliest Transaction

(Month/Day/Year) 11/06/2014

Filed(Month/Day/Year)

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

AVENUE. SUITE 200

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

GREENWICH, CT 06830

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 5. Amount of 7. Nature of 3. 4. Securities Acquired (A) Transaction Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Amount Price Class A

Common

Stock

11/06/2014

S 1.521.252

6.834.884 22.81

 $D^{(1)}$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. tiorNumber of) Derivativ Securities Acquired (A) or Disposed of (D)			7. Title and Amount of Underlying Securities (Instr. 3 and 4		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					Code \	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or 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/ Paul Strasen, attorney 11/07/2014 in fact

**Signature of Reporting Person

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).

Represents shares of the issuer held by Catterton-Noodles, LLC. CP6 Management, L.L.C. is the manager of Catterton-Noodles, LLC. Further, each of J. Michael Chu and Scott A. Dahnke is the Managing Member of CP6 Management, L.L.C. By virtue of these

(1) relationships, CP6 Management, L.L.C, J. Michael Chu and Scott A. Dahnke may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Catterton-Noodles, LLC. CP6 Management, L.L.C., J. Michael Chu and Scott A. Dahnke expressly disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

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

Reporting Owners 2

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