

NOODLES & Co  
Form 4  
April 12, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

599 WEST PUTNAM AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/12/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

**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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	04/12/2017		C	4,252,873 A	11,087,757	D (2)	

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

**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 control  
number.**

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Series A Convertible Preferred Stock	(1)	04/12/2017		C	18,500	02/09/2017 (3)	Class A Common Stock 4,252,87

## Reporting Owners

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

## Signatures

(J. Michael Chu)	04/12/2017
__Signature of Reporting Person	Date
(Scott A. Dahnke)	04/12/2017
__Signature of Reporting Person	Date
(Authorized Person for CP6 Management, L.L.C.)	04/12/2017
__Signature of Reporting Person	Date
(Authorized Person for Catterton-Noodles, LLC)	04/12/2017
__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).

Pursuant to its rights under the Securities Purchase Agreement by and among the Company and Catterton-Noodles, LLC ("Catterton Noodles"), the Company issued a conversion notice causing all shares of Series A Convertible Preferred Stock ("Preferred Stock") held

- (1) by Catterton Noodles to be automatically converted into shares of the Company's Class A Common Stock, effective April 12, 2017. Each share of Preferred Stock is convertible at a conversion price of \$4.35, or approximately 229.8850 shares of Class A Common Stock per share of Preferred Stock.

The securities reported on this Form 4 are held of record by Catterton Noodles. CP6 Management, L.L.C. ("CP6") is the manager of

- (2) 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.

- (3) The shares of Preferred Stock have no expiration date.

- (4) Not applicable.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.