

Catterton-Noodles, LLC
Form 4
July 30, 2018

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
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(Print or Type Responses)

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

(Last) (First) (Middle)

599 WEST PUTNAM
AVENUE, SUITE 200

(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)
07/26/2018

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)
			Code	V	Amount	(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.

**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
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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	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/ 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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