

LYNCH THOMAS E  
Form 4  
May 18, 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 \*  
Mill Road Capital II, L.P.

(Last) (First) (Middle)

382 GREENWICH AVENUE, SUITE ONE

(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)  
05/16/2018

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 (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock, \$0.01 par value	05/16/2018		J <sup>(1)</sup>	5,376	A	\$ 0	15,792	I	See footnote <sup>(1)</sup>
Class A Common Stock, \$0.01 par value							8,873,240	D <sup>(2)</sup>	

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

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(9-02)

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

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 Beneficially Owned (Instr. 5)
				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
Mill Road Capital II, L.P. 382 GREENWICH AVENUE SUITE ONE GREENWICH, CT 06830		X		
Mill Road Capital II GP LLC 382 GREENWICH AVENUE SUITE ONE GREENWICH, CT 06830		X		
LYNCH THOMAS E 382 GREENWICH AVENUE SUITE ONE GREENWICH, CT 06830	X	X		
Scharfman Scott 382 GREENWICH AVENUE SUITE ONE GREENWICH, CT 06830		X		

## Signatures

/s/ Thomas E. Lynch, Management Committee Director of sole general partner on behalf of Mill Road Capital II, L.P.

05/18/2018

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<u>Signature of Reporting Person</u>	Date
/s/ Thomas E. Lynch, Management Committee Director on behalf of Mill Road Capital II GP LLC	05/18/2018
<u>Signature of Reporting Person</u>	Date
/s/ Thomas E. Lynch	05/18/2018
<u>Signature of Reporting Person</u>	Date
/s/ Thomas E. Lynch on behalf of Scott P. Scharfman by power of attorney	05/18/2018
<u>Signature of Reporting Person</u>	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).

Represents the Reporting Persons' acquisition of an indirect pecuniary interest in restricted stock units ("RSUs") granted by the issuer to Mr. Lynch in accordance with Rule 16b-3(d) (as described in transaction code "A") as compensation for serving as a member of the issuer's board of directors. Each RSU represents the right to receive one share of the issuer's Class A common stock, and the RSUs were (1) fully vested on the date of grant. Pursuant to a pre-existing contractual obligation, Mill Road Capital Management, LLC, an affiliate of the Reporting Persons that does not have Section 13(d) beneficial ownership of any securities of the issuer, has the right to receive the economic benefit of the reported shares and, accordingly, Mr. Lynch has no direct pecuniary interest in such shares. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

The shares reported are directly held by Mill Road Capital II, L.P. (the "Fund"). Mill Road Capital II GP LLC (the "GP") is the sole general partner of the Fund and has sole authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on (2) behalf of the Fund. Each of Messrs. Lynch and Scharfman is a management committee director of the GP and has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the GP. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

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.