

WEST THOMAS B

Form 4

July 03, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *

WEST THOMAS B

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)

520 ZANG ST., UNIT D

3. Date of Earliest Transaction

(Month/Day/Year)

06/29/2018

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

EVP - Operations

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

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

BROOMFIELD, CO 80021

(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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	06/29/2018		A	5,420 (1)	A \$ 0 35,420	D	
Class A Common Stock	06/30/2018		F	2,168 (2)	D \$ 12.3 28,916	D	

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

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SEC 1474
(9-02)

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 12.3	06/29/2018		A	9,612	(3) 06/29/2028	Class A Common Stock	9,612
Restricted Stock Units	(4)	06/29/2018		A	5,012	(4) (4)	Class A Common Stock	5,012

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEST THOMAS B 520 ZANG ST., UNIT D BROOMFIELD, CO 80021			EVP - Operations	

Signatures

/s/ Dave Boennighausen, attorney
in fact

07/03/2018

__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) Award of Restricted Stock Units ("RSUs") received on June 29th, 2018. Each RSU represents a right to receive one share of Noodles & Company Class A common stock. The RSUs vest in four equal annual installments beginning on June 29th, 2019.
Represents shares surrendered to the Issuer by the Reporting Person to pay required tax withholdings due upon vesting of Restricted
- (2) Stock Units granted to the Reporting Person on January 16th, 2018. The shares surrendered were valued based on the most recent closing price of the common stock of the Issuer on the date of surrender.
- (3) These options vest in four equal annual installments beginning on June 29th, 2019.
- (4) Each RSU represents a right to receive one share of Noodles & Company's Class A common stock. These restricted stock units are subject to performance-based vesting conditions linked to Noodles & Company's Same Store Sales and Adjusted EBITDA targets

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through December 31, 2020 (the "Performance Period").

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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