

NOODLES & Co  
Form SC 13G/A  
January 08, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

NOODLES & COMPANY

(Name of Issuer)

Class A Common Stock  
(Title of Class of Securities)

65540B105  
(CUSIP Number)

December 31, 2018  
(Date Of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 65540B105 13G

NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

**1**

Timothy M. Riley

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

**2(a)** ☐

(b) ☐

SEC USE ONLY:

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**4**

U.S.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

**5** SOLE VOTING POWER: 3,100,000  
SHARED VOTING POWER:

**6**  
20,000

SOLE DISPOSITIVE POWER:

**7**

3,100,000

**8** SHARED DISPOSITIVE POWER:

20,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**9**

3,144,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

**10**

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

**11**

7.16%

TYPE OF REPORTING PERSON:

**12**

IN

2

CUSIP No. 65540B105 13G

NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

**1**

Angela A. Riley

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

**2(a)** ☐

(b) ☐

SEC USE ONLY:

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**4**

U.S.

SOLE VOTING POWER:

**5**

24,000

NUMBER OF  
SHARES

BENEFICIALLY  
OWNED BY  
EACH

REPORTING

PERSON WITH:

SHARED VOTING POWER:

**6**

20,000

**7** SOLE DISPOSITIVE POWER:

24,000

SHARED DISPOSITIVE POWER:

**8**  
20,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**9**  
3,144,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

**10**  
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

**11**  
7.16%

TYPE OF REPORTING PERSON:

**12**  
IN

3

Item 1. (a) Name of Issuer:

NOODLES & COMPANY

(b) Address of Issuer's Principal Executive Offices:

520 Zang Street, Suite D  
Broomfield, CO 80021

Item 2. (a) Name of Person Filing:

Timothy M. Riley and Angela A. Riley

(b) Address of Principal Business Office, or if None, Residence:

P.O. Box 2113  
Darien, CT 06820

(c) Citizenship:

U.S.

(d) Title of Class of Securities:

Class A Common Stock

(e) CUSIP Number:

65540B105

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) ☐ An investment adviser in accordance with Sections 240.13d-1(b)(1)(ii)(E);

(f) o An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);  
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(g) o A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);

(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a) Amount beneficially owned:

See the responses to Item 9 on the attached cover pages.

(b) Percent of Class:

See the responses to Item 11 on the attached cover pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See the responses to Item 5 on the attached cover pages.

(ii) Shared power to vote or to direct the vote:

See the responses to Item 6 on the attached cover pages.

(iii) Sole power to dispose or to direct the disposition of:

See the responses to Item 7 on the attached cover pages.

(iv) Shared power to dispose or to direct the disposition of:

See the responses to Item 8 on the attached cover pages.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 7, 2019

Signature: /s/Timothy M. Riley

Name: Timothy M. Riley

Signature: /s/Angela A. Riley

Name: Angela A. Riley

EXHIBIT LIST

Agreement of Joint Filing, dated as of October 3, 2017, between Timothy M. Riley and Angela A. Riley (together, 99. the “Reporting Persons”), incorporated by reference herein from Exhibit 99 to the Schedule 13G filed by the Reporting Persons on October 6, 2017.

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