

NOODLES & Co
Form 3
March 23, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Mill Road Capital II, L.P. | | (Month/Day/Year) | NOODLES & Co [NDLS] | |
| (Last) | (First) | (Middle) | 03/13/2017 | |
| 382 GREENWICH AVENUE, Â SUITE ONE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| GREENWICH, Â CT Â 06830 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Class A Common Stock, \$0.01 par value | 8,873,240 | D ⁽¹⁾ | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | | | |
|---------------------|--------------------|----------------------------------|----------------------------------|
| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|

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 | ^ | ^ |
| Scharfman Scott 382 GREENWICH AVENUE SUITE ONE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Scott P. Scharfman, Management Committee Director of sole general partner on behalf of Mill Road Capital II, L.P. | 03/23/2017 |
| __Signature of Reporting Person | Date |
| /s/ Scott P. Scharfman, Management Committee Director on behalf of Mill Road Capital II GP LLC | 03/23/2017 |
| __Signature of Reporting Person | Date |
| /s/ Scott P. Scharfman on behalf of Thomas E. Lynch by power of attorney | 03/23/2017 |
| __Signature of Reporting Person | Date |
| /s/ Scott P. Scharfman | 03/23/2017 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 The shares reported are directly beneficially owned 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 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.

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Remarks:

On^ March^ 13,^ 2017,^ the^ Fund^ and^ the^ Issuer^ entered^ into^ a^ Securities^ Purchase^ Agreement^ pursuant

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.