

NOODLES & Co
Form 8-K
May 27, 2014

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

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 27, 2014

NOODLES & COMPANY

(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-35987 (Commission File Number)	84-1303469 (I.R.S. Employer Identification No.)
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520 Zang Street, Suite D, Broomfield, CO (Address of Principal Executive Offices)	80021 (Zip Code)
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Registrant's Telephone Number, Including Area Code: (720) 214-1900

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 7.01 Regulation FD Disclosure

On May 27, 2014, Noodles & Company issued a press release announcing that it has entered into an asset purchase agreement to acquire 16 existing Noodles & Company franchised restaurants, for a cash purchase price of approximately \$13.4 million, subject to certain purchase price adjustments. The acquisition is expected to close in early July 2014 and is subject to customary closing conditions. The restaurants, which are currently owned by Sagamore Dining Partners, LLC, are primarily located in the greater Indianapolis area. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated into this Item 7.01 by reference.

The information in this report, including the information set forth in Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Noodles & Company Press Release dated May 27, 2014

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Noodles & Company

By: /s/ DAVE BOENNIGHAUSEN

Name: Dave Boennighausen

Title: Chief Financial Officer

DATED: May 27, 2014

EXHIBIT INDEX

Exhibit No.	Description
99.1	Noodles & Company Press Release dated May 27, 2014