

NOODLES & Co  
Form 8-K  
November 24, 2015

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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): November 24, 2015

NOODLES & COMPANY

(Exact name of registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or Other Jurisdiction of<br>Incorporation) | 001-35987<br>(Commission File Number) | 84-1303469<br>(I.R.S. Employer<br>Identification No.) |
|---|---------------------------------------|---|

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|--|---------------------|
| 520 Zang Street, Suite D, Broomfield, CO<br>(Address of Principal Executive Offices) | 80021<br>(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 1.01. Entry into a Material Definitive Agreement.

On November 24, 2015, Noodles & Company (the “Company”) amended its Amended and Restated Credit Agreement by entering into Amendment No. 2 to the Amended and Restated Credit Agreement with the Company, as borrower, the Guarantors signatory thereto, Bank of America, N.A., as administrative agent and the lenders signatory thereto (the “Amendment”). The Amendment, among other things, increases the maximum principal amount of the Company’s revolving credit facility from \$75 million to \$100 million (which amount may be increased by up to an additional \$15,000,000 subject to the terms and conditions of the Amended and Restated Credit Agreement, as amended), increases the maximum permitted Consolidated Total Lease Adjusted Leverage Ratio, increases the maximum interest rate margin on the loans by 25 basis points and increases the maximum commitment fee on the unused commitments under the Amended and Restated Credit Agreement by 5 basis points.

A copy of the Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The description of the Amendment is a summary only and is qualified in its entirety by the terms of the Amendment.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The discussion of the Amendment No. 2 to the Amended and Restated Credit Agreement in Item 1.01 of this Current Report on Form 8-K is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Amendment No. 2 to the Amended and Restated Credit Agreement, dated as of November 24, 2015, by and among Noodles & Company, each of the Guarantors signatory thereto, Bank of America, N.A., as administrative agent and the lenders signatory thereto |

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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: November 24, 2015