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Form 4/A											
FORN	ЛЛ		an au						OMB AF	PROVAL	
	UNITED	STATES			AND EXCH , D.C. 2054		e co	OMMISSION	OMB Number:	3235-0287	
Check ti if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst	nger to 16. or Filed put ons ntinue.	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						Expires: January 31, 2005 Estimated average burden hours per response 0.5			
1(b).	ruction	()									
(Print or Type	Responses)										
Catterton-Noodles, LLC Sym			Symbol	nbol				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	NOODLES & Co [NDLS] 3. Date of Earliest Transaction					(Check all applicable)			
599 WEST PUTNAM AVENUE, SUITE 200		(Month/Day/Year)				Director X10% Owner Officer (give title pelow) Other (specify below)					
Filed			Filed(Mo					6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person			
GREENW	ICH, CT 06830		11/0//2					X_Form filed by M Person	ore than One Re	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative Sec	urities	s Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)			ed (A)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A				Code V	Amount	or (D)	Price \$	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	11/06/2014			S	1,521,252	D	24.4 (1)	6,834,884	D (2)		

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Catterton-Noodles, LLC 599 WEST PUTNAM AVENUE SUITE 200 GREENWICH, CT 06830		Х					
CP6 Management, L.L.C. 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		Х					
Dahnke Scott Arnold 599 WEST PUTNAM AVENUE GREENWICH, CT 06830	Х	Х					
Chu James Michael 599 WEST PUTNAM AVENUE GREENWICH, CT 06830		Х					
Signatures							
/s/ Paul Strasen, attorney in fact	11/14/	11/14/2014					

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This amended Form 4 is filed solely to correct an administrative error in the calculation of the price for the securities disposed of.

Represents shares of the issuer held by Catterton-Noodles, LLC. CP6 Management, L.L.C. is the manager of Catterton-Noodles, LLC. Further, each of J. Michael Chu and Scott A. Dahnke is the Managing Member of CP6 Management, L.L.C. By virtue of these

(2) relationships, CP6 Management, L.L.C, J. Michael Chu and Scott A. Dahnke may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Catterton-Noodles, LLC. CP6 Management, L.L.C., J. Michael Chu and Scott A. Dahnke expressly disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners

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