UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2014

or

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

For the transition period from to

Commission File Number: 001-35987

NOODLES & COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**84-1303469**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
520 Zang Street, Suite D	
Broomfield, CO	**80021**
(Address of principal executive offices)	(Zip Code)

(720) 214-1900
(Registrant's telephone number, including area code)
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer o
Non-accelerated filer x (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at October 31, 2014
Class A Common Stock, $0.01 par value per share	28,267,144 shares
Class B Common Stock, $0.01 par value per share	1,522,098 shares

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PART I

Item 1. Financial Statements

Noodles & Company

Condensed Consolidated Balance Sheets

(in thousands, except share and per share data)

	September 30, 2014	December 31, 2013
	(unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	$ 2,248	$ 968
Accounts receivable	3,910	4,832
Inventories	9,154	7,223
Prepaid expenses and other assets	6,690	5,310
Total current assets	22,002	18,333
Property and equipment, net	195,105	167,614
Intangibles	1,789	351
Goodwill	6,543	—
Other assets, net	2,079	1,504
Total long-term assets	205,516	169,469
Total assets	$ 227,518	$ 187,802
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 11,713	$ 8,167
Accrued payroll and benefits	7,349	7,121
Accrued expenses and other current liabilities	12,937	8,877
Total current liabilities	31,999	24,165
Long-term debt	21,500	6,312
Deferred rent	33,745	28,846
Other long-term liabilities	4,619	4,006
Total liabilities	91,863	63,329
Stockholders' equity:		
Preferred stock—$0.01 par value, authorized 1,000,000 shares as of September 30, 2014 and December 31, 2013; no shares issued or outstanding	—	—
Common stock—$0.01 par value, authorized 180,000,000 shares as of September 30, 2014 and December 31, 2013; 29,785,717 and 29,544,557 issued and outstanding as of September 30, 2014 and December 31, 2013, respectively	298	295
Treasury stock, at cost, 67,586 and 65,478 shares as of September 30, 2014 and December 31, 2013, respectively	(2,848)	(2,777)
Additional paid-in capital	120,003	116,647
Retained earnings	18,202	10,308
Total stockholders' equity	135,655	124,473
Total liabilities and stockholders' equity	$ 227,518	$ 187,802

See accompanying notes to consolidated financial statements.

Noodles & Company

Consolidated Statements of Income

(in thousands, except share and per share data, unaudited)

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 30, 2014	October 1, 2013	September 30, 2014	October 1, 2013
Revenue:				
Restaurant revenue	$ 105,143	$ 87,864	$ 291,789	$ 256,744
Franchising royalties and fees	1,073	1,072	3,406	2,711
Total revenue	106,216	88,936	295,195	259,455
Costs and expenses:				
Restaurant operating costs (exclusive of depreciation and amortization shown separately below):				
Cost of sales	28,359	23,127	78,533	67,524
Labor	31,884	26,345	88,410	77,464
Occupancy	11,004	8,870	31,114	25,824
Other restaurant operating costs	14,532	11,315	38,981	32,962
General and administrative	7,545	6,939	22,806	27,808
Depreciation and amortization	6,454	5,238	17,969	15,074
Pre-opening	1,142	1,183	3,282	2,873
Asset disposals, closure costs and restaurant impairments	251	339	658	837
Total costs and expenses	101,171	83,356	281,753	250,366
Income from operations	5,045	5,580	13,442	9,089
Interest expense	112	132	168	2,199
Income before income taxes	4,933	5,448	13,274	6,890
Provision for income taxes	1,990	2,183	5,380	2,633
Net income	$ 2,943	$ 3,265	$ 7,894	$ 4,257
Earnings per share of Class A and Class B common stock, combined:				
Basic	$ 0.10	$ 0.11	$ 0.27	$ 0.17
Diluted	$ 0.10	$ 0.11	$ 0.25	$ 0.16
Weighted average shares of Class A and Class B common stock outstanding, combined:				
Basic	29,757,820	29,399,650	29,689,342	25,382,805
Diluted	30,893,904	31,063,213	31,042,443	26,528,004

See accompanying notes to consolidated financial statements.

Noodles & Company

Consolidated Statements of Comprehensive Income

(in thousands, unaudited)

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 30, 2014	October 1, 2013	September 30, 2014	October 1, 2013
Net income	$ 2,943	$ 3,265	$ 7,894	$ 4,257
Other comprehensive income:				
Cash flow hedges:				
Reclassification of loss to net income	—	—	—	39
Unrealized income on cash flow hedges	—	—	—	39
Provision for income tax on cash flow hedges	—	—	—	(15)
Other comprehensive income, net of tax	—	—	—	24
Comprehensive income	$ 2,943	$ 3,265	$ 7,894	$ 4,281

See accompanying notes to consolidated financial statements.

Noodles & Company

Consolidated Statements of Cash Flows

(in thousands, unaudited)

	Three Fiscal Quarters Ended	
	September 30, 2014	October 1, 2013
Operating activities		
Net income	$ 7,894	$ 4,257
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	17,969	15,074
Deferred income taxes	5,380	366
Asset disposal, closure costs and restaurant impairments	658	837
Amortization of debt issuance costs and debt extinguishment expense	76	82
Stock-based compensation	1,028	4,065
Other noncash	—	(205)
Changes in operating assets and liabilities:		
Accounts receivable	318	(1,276)
Inventories	(1,639)	(1,040)
Prepaid expenses and other assets	(2,040)	(1,050)
Accounts payable	3,169	787
Deferred rent	4,660	4,583
Income taxes	(505)	1,904
Accrued expenses and other liabilities	485	4,078
Net cash provided by operating activities	37,453	32,462
Investing activities		
Purchases of property and equipment	(39,943)	(39,788)
Acquisition of franchise restaurants	(13,623)	—
Net cash used in investing activities	(53,566)	(39,788)
Financing activities		
Proceeds from issuance of long-term debt	211,326	101,731
Payments on long-term debt	(196,138)	(194,498)
Issuance of common stock, net of transaction expenses	—	100,101
Conversion of Class B to Class A shares	(60)	—
Acquisition of treasury stock	(71)	—
Proceeds from exercise of stock options, warrants and employee stock purchase plan	2,336	—
Net cash provided by financing activities	17,393	7,334
Net increase in cash and cash equivalents	1,280	8
Cash and cash equivalents		
Beginning of period	968	581
End of period	$ 2,248	$ 589

See accompanying notes to consolidated financial statements.

NOODLES & COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. Business and Summary and Basis of Presentation

Business

Noodles & Company, (the "Company" or "Noodles & Company"), a Delaware corporation, develops and operates fast casual restaurants that serve globally inspired noodle and pasta dishes, soups, salads and sandwiches. As of September 30, 2014, there were 370 company-owned restaurants and 55 franchise restaurants in 32 states and the District of Columbia. The Company operates its business as one operating and reportable segment.

On July 2, 2013, the Company completed an initial public offering ("IPO") of shares of Class A common stock at $18.00 per share. The Company issued 6,160,714 shares of Class A common stock, $0.01 par value, including 803,571 shares sold to the underwriters in the IPO pursuant to their over-allotment option. After underwriter discounts and commissions and offering expenses, the Company received net proceeds from the offering of approximately $100.1 million. These proceeds were used to repay all but $0.2 million of outstanding debt under the Company's credit facility.

On December 5, 2013, the Company completed a follow-on offering of 4,500,000 shares of Class A common stock at a price of $39.50 per share. All of the shares in the offering were offered by selling stockholders, except for 108,267 shares offered by the Company, the proceeds of which were used to repurchase the same number of shares from certain officers at the same net price per share at which shares were sold in the follow-on offering. The Company did not receive any net proceeds from the offering of shares by the selling stockholders. The selling stockholders paid all of the underwriting discounts and commissions associated with the sale of the shares; however, the Company incurred approximately $696,000 in costs and expenses related to this offering.

The accompanying interim unaudited consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles in the United States ("U.S. GAAP") for complete financial statements. In the opinion of the Company, all adjustments considered necessary for the fair presentation of the Company's results of operations, financial position and cash flows for the periods presented have been included and are of a normal, recurring nature. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. These financial statements should be read in conjunction with the audited financial statements and the related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Noodles & Company and its subsidiaries. All material intercompany balances and transactions are eliminated in consolidation.

Fiscal Year

The Company operates on a 52- or 53-week fiscal year ending on the Tuesday closest to December 31. Fiscal year 2014, which ends on December 30, 2014 and fiscal year 2013, which ended on December 31, 2013, each contain 52 weeks. Fiscal quarters each contain thirteen weeks, with the exception of the fourth quarter of a 53-week fiscal year, which contains fourteen weeks.

Recent Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Updated ("ASU"), "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern." This update requires management of the Company to evaluate whether there is substantial doubt about the Company’s ability to continue as a going concern. This update is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. Early adoption is permitted. The Company does not expect this standard to have an impact on the Company’s consolidated financial position or results of operations.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers." The pronouncement was issued to clarify the principles for recognizing revenue and to develop a common revenue standard and disclosure requirements for U.S. GAAP and International Financial Reporting Standards ("IFRS"). The pronouncement is effective for reporting periods beginning after December 15, 2016. The adoption of ASU 2014-09 is not expected to significantly affect the Company’s consolidated financial position or results of operations.

2. Supplemental Financial Information

Property and equipment, net, consist of the following (in thousands):

	September 30, 2014	December 31, 2013
Leasehold improvements	$ 199,261	$ 169,953
Furniture, fixtures and equipment	108,882	92,695
Construction in progress	9,832	11,209
	317,975	273,857
Accumulated depreciation and amortization	(122,870)	(106,243)
	$ 195,105	$ 167,614

3. Borrowings

The Company has a credit facility with a borrowing capacity of $45.0 million in the form of a revolving line of credit, expiring in November 2018. Prior to the IPO, the Company had a credit facility with a borrowing capacity of $120.0 million, consisting of a $75.0 million senior term loan and a $45.0 million revolving line of credit. In the second quarter of 2013 the Company repaid its outstanding $75.0 million senior term loan and the majority of the revolving line of credit.

As of September 30, 2014, the Company had $21.5 million outstanding and $20.8 million available for borrowing under the credit facility. Outstanding letters of credit aggregating $2.7 million reduce the amount available to borrow. The credit facility bore interest at a range of 3.25% to 3.50% during the first three quarters of 2014. The Company was in compliance with all of its debt covenants as of September 30, 2014.

4. Fair Value Measurements

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and all other current liabilities approximate fair values due to the short maturities of these instruments. The carrying amounts of borrowings approximate fair value as interest rates on the the line of credit borrowings vary with market interest rates and negotiated terms and conditions are consistent with current market rates. The fair value of our line of credit borrowings is measured using Level 2 inputs.

5. Income Taxes

The following table presents the Company's provision for income taxes for the third quarters of 2014 and 2013 and the first three quarters ended September 30, 2014 and October 1, 2013 (dollars in thousands):

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 30, 2014	October 1, 2013	September 30, 2014	October 1, 2013
Provision for income taxes	$ 1,990	$ 2,183	$ 5,380	$ 2,633
Effective tax rate	40.3%	40.1%	40.5%	38.2%

The 2014 estimated annual effective tax rate is expected to be between 40% and 41% compared to 41.7% for 2013. The effective tax rate for both the third quarter of 2014 and the first three quarters of 2014 includes the change to a 35% federal income tax rate compared to a 34% rate in 2013. The effective tax rate for the first three quarters of 2013 includes the discrete adjustment for certain transaction costs related to the IPO.

6. Stock-Based Compensation

The Company's Stock Incentive Plan, as amended and restated in May of 2013, authorizes the grant of nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock, restricted stock units and incentive bonuses to employees, officers, non-employee directors and other service providers. The number of shares of common stock available for issuance pursuant to awards granted under the Stock Incentive Plan on or after the closing of the IPO shall not exceed 3,750,500.

The following table presents information related to the Stock Incentive Plan (in thousands, except for share and per share amounts):

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 30, 2014	October 1, 2013	September 30, 2014	October 1, 2013
Outstanding, beginning of period	3,324,822	3,474,398	3,309,872	2,973,168
Granted [(1)]	22,000	—	253,552	538,273
Exercised	37,313	—	230,551	—
Forfeited	1,401	1,961	24,765	39,004
Outstanding, end of period	3,308,108	3,472,437	3,308,108	3,472,437
Weighted average fair market value on option grant date	$ 7.47	N/A	$ 10.63	$ 5.81
Stock based compensation expense	$ 368	$ 131	$ 1,025	$ 4,065
Capitalized stock based compensation expense	$ 25	$ 15	$ 54	$ 56

(1) The stock options granted in the first three quarters of 2013 included 403,900 options awarded to two executive officers of which 50% vested at the time of the IPO and the remaining vest annually in equal installments over four years on the anniversary of the grant.

7. Earnings Per Share

Earnings per share ("EPS") is calculated by dividing income available to common stockholders by the weighted-average number of shares of common stock outstanding during each period. Diluted earnings per share ("diluted EPS") is calculated using income available to common stockholders divided by diluted weighted-average shares of common stock outstanding during each period. Potentially dilutive securities include shares of common stock underlying stock options and warrants. The following table sets forth the computations of basic and dilutive earnings per share:

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 30, 2014	October 1, 2013	September 30, 2014	October 1, 2013
Net income (in thousands):	$ 2,943	$ 3,265	$ 7,894	$ 4,257
Shares:				
Basic weighted average shares outstanding	29,757,820	29,399,650	29,689,342	25,382,805
Dilutive stock options and warrants	1,136,084	1,663,563	1,353,101	1,145,199
Diluted weighted average number of shares outstanding	30,893,904	31,063,213	31,042,443	26,528,004
Earnings per share:				
Basic EPS	$ 0.10	$ 0.11	$ 0.27	$ 0.17
Diluted EPS	$ 0.10	$ 0.11	$ 0.25	$ 0.16

In the third quarters of 2014 and 2013, there were 267,196 and zero outstanding options, respectively, excluded from the diluted earnings per share calculation because they were anti-dilutive. In the first three quarters of 2014 and 2013, there were 243,552 and 488,018 outstanding options, respectively, excluded from the diluted earnings per share calculation because they were anti-dilutive. All outstanding warrants are dilutive and were included in the calculation of diluted earnings per share.

8. Acquisition of Franchised Restaurants

On July 2, 2014, the Company acquired 16 restaurants from one of its franchisees. The cash purchase price was $13.6 million and the Company incurred acquisition costs related to the transaction of $0.06 million reflected in General and Administrative expense for the three quarters ended September 30, 2014. The consolidated statements of income include the results of operations for the restaurants from the date of acquisition. The pro forma impact of the acquisition is not presented as the impact was not material to reported results.

The acquisition of the 16 restaurants was accounted for using the purchase method as defined in ASC 805, *Business Combination*. The goodwill generated by the acquisition is not amortizable for book purposes but is amortizable and deductible for tax purposes. The Company has completed a preliminary allocation of the purchase price to the fair value of acquired assets and assumed liabilities as follows (in thousands):

	Fair Value at July 2, 2014
Inventories	292
Prepaid expenses and other assets	27
Property and equipment	5,649
Intangibles	1,421
Goodwill	6,521
Deferred Rent and Other Liabilities	(275)
Total purchase price	$ 13,635

Of the $1.4 million of intangible assets, $1.3 million are related to reacquired franchise rights, which will be amortized on a straight-line basis over an average life of approximately 15 years and $0.1 million are related to favorable leases, which will be amortized on a straight-line basis over an average life of eight years. The unfavorable leases, which were included in deferred rent in the accompanying condensed consolidated balance sheets, will be amortized on a straight-line basis over an average period of seven years. The fair value measurement of tangible and intangible assets and liabilities as of the acquisition date is based on significant inputs not observed in the market and thus represents a Level 3 measurement that is subject to change.

9. Employee Benefit Plans

Deferred Compensation Plan

The Company’s deferred compensation plan, under which compensation deferrals began during the third quarter of 2013, is a non-qualified deferred compensation plan which allows highly compensated employees to defer a portion of their base salary and variable compensation each plan year. To offset its obligation, the Company purchases Company-owned whole-life insurance contracts on certain team members. As of September 30, 2014 and December 31, 2013, $1.1 million and $0.6 million, respectively, were included in other assets, net, which represents the cash surrender value of the associated life insurance policy. As of September 30, 2014 and December 31, 2013, $1.2 million and $0.6 million, respectively, were included in other long-term liabilities, which represent the carrying values of the liability for the deferred compensation plan.

10. Supplemental Disclosures to Consolidated Statements of Cash Flows

The following table presents the supplemental disclosures to the consolidated statements of cash flows for the first three quarters ended September 30, 2014 and October 1, 2013 (in thousands):

	September 30, 2014	October 1, 2013
Interest paid (net of amounts capitalized)	$ 81	$ 2,748
Income taxes paid	505	400
Changes in purchases of property and equipment accrued in accounts payable, net	(377)	(1,363)

11. Commitments and Contingencies

The Company is named as a defendant in an action filed in the Superior Court of Delaware in New Castle County, entitled The State of Delaware, William French v. Card Compliant, LLC, et. al. The case was filed under seal in June 2013 and was unsealed on March 26, 2014. The complaint in this case alleges that the Company and the other defendants in the case, including a number of large retailers and restaurant companies, knowingly refused to fulfill obligations under Delaware's Abandoned Property Law by failing to report and deliver "unclaimed gift card funds" to the State of Delaware, and knowingly made, used or caused to be made or used, false statements and records to conceal, avoid or decrease an obligation to pay or transmit money to Delaware in violation of the Delaware False Claims and Reporting Act. The complaint seeks an order that the Company cease and desist from violating the Delaware False Claims and Reporting Act, monetary damages (including treble damages under the False Claims and Reporting Act), penalties and attorneys' fees and costs. The case was removed to U.S. federal district court for the District of Delaware and the plaintiffs have filed a motion to remand the case to the Superior Court for the State of Delaware. The Company has also filed a motion to dismiss the complaint. The case is at an early stage, and the Company therefore is unable to make a reasonable estimate of the probable loss or range of losses, if any, that might arise from this matter. The Company intends to vigorously defend this action.

In the normal course of business, the Company is subject to other proceedings, lawsuits and claims. Such matters are subject to many uncertainties and outcomes are not predictable with assurance. Consequently, the Company is unable to ascertain the ultimate aggregate amount of monetary liability or financial impact with respect to these matters as of September 30, 2014. These matters could affect the operating results of any one financial reporting period when resolved in future periods. Management believes that an unfavorable outcome with respect to these matters is remote or a potential range of loss is not material to the Company's consolidated financial statements. Significant increases in the number of these claims, or one or more successful claims that result in greater liabilities than the Company currently anticipates, could materially and adversely affect the Company's business, financial condition, results of operations or cash flows.

The Company entered into employment agreements with two of its executives in connection with the IPO superseding the previous employment agreements with these executives. The agreements have an initial term of three years and automatically renew annually unless canceled by either party within 90 days of the end of the initial term or anniversaries thereof. Under each of the employment agreements, if the executive's employment is terminated by the Company without "cause" or by the executive with "good reason," (as such terms are defined in the applicable employment agreement) the executive is entitled to receive compensation equal to 18 months of the executive's then-current base salary, payable in equal installments over 18 months, a pro rata bonus for the year of termination and reimbursement of "COBRA" premiums for up to 18 months for the executive and his dependents. The severance payments are conditioned upon the executive entering into a mutual release of claims with the Company.

12. Related-Party Transactions

In the first three quarters of 2013, the Company paid $375,000 to Catterton Partners and Argentia Private Investments Inc. or their affiliates ("Equity Sponsors") for management service fees and Class C Dividends pursuant to a management services agreement and an agreement to pay dividends on its Class C common stock. In connection with the IPO, the management services agreement expired and the one share of Class C common stock was redeemed; therefore, no payments were made subsequent to the second quarter of 2013. Management service fees and Class C dividends paid in prior fiscal quarters varied due to the timing of the payments.

In connection with the IPO, during the second quarter of 2013, the Company paid $1.7 million of transaction bonuses and related payroll taxes to employees of the Company and $800,000 in transaction payments to the Equity Sponsors.

13. Subsequent Events

The Company has evaluated subsequent events and found there to be no events requiring recognition or disclosure through the date of issuance of this report.

NOODLES & COMPANY
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes in Item 1 and with the audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K for our fiscal year ended December 31, 2013. We operate on a 52- or 53-week fiscal year ending on the Tuesday closest to December 31. Our fiscal quarters each contain 13 operating weeks, with the exception of the fourth quarter of a 53-week year, which contains 14 operating weeks. Fiscal years 2014 and 2013 each contain 52 weeks.

Cautionary Note Regarding Forward-Looking Statements

In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks and uncertainties such as the number of restaurants we intend to open, projected capital expenditures and estimates of our effective tax rates. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "design," "estimate," "predict," "potential," "plan" or the negative of these terms, and similar expressions intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and are subject to risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements including, but not limited to, those discussed in "Special Note Regarding Forward-Looking Statements" and "Risk Factors" as filed in our Annual Report on Form 10-K for our fiscal year ended December 31, 2013.

2014 Highlights and Trends

Restaurant Development. New restaurants have contributed substantially to our revenue growth. In the third quarter of 2014, we opened 11 company-owned restaurants and four franchise restaurants. During the three quarters ended September 30, 2014, we opened 36 company-owned restaurants and nine franchise restaurants. Additionally, on July 2, 2014, we purchased 16 restaurants from a franchisee. As of September 30, 2014, we had 370 company-owned restaurants and 55 franchise restaurants in 32 states and the District of Columbia. In 2014, we anticipate opening between 48 and 50 company-owned restaurants, and between 10 and 12 franchise restaurants, including the restaurants opened through the end of our third quarter.

Comparable Restaurant Sales. Comparable restaurant sales increased by 1.6% at company-owned restaurants, 2.0% at franchise owned restaurants and 1.7% system-wide in the third quarter of 2014. In the first three quarters of 2014, comparable restaurant sales decreased 0.1% for company-owned restaurants, 1.0% for franchise restaurants and 0.2% system-wide.

Key Measures We Use to Evaluate Our Performance

To evaluate the performance of our business, we utilize a variety of financial and performance measures. These key measures include revenue, average unit volumes ("AUVs"), comparable restaurant sales, restaurant contribution, EBITDA and adjusted EBITDA.

Revenue

Restaurant revenue represents sales of food and beverages in company-owned restaurants. Several factors affect our restaurant revenue in any period, including the number of restaurants in operation and per-restaurant sales.

Franchise royalties and fees represent royalty income and initial franchise fees. While we expect that the majority of our revenue and net income growth will be driven by company-owned restaurants, our franchise restaurants remain an important part of our financial success.

Seasonal factors cause our revenue to fluctuate from quarter to quarter. Our revenue per restaurant is typically lower in the first and fourth quarters due to reduced winter and holiday traffic and is higher in the second and third quarters. These seasonal factors could cause our quarterly and annual operating results and comparable restaurant sales to fluctuate significantly.

Average Unit Volumes ("AUVs")

AUVs consist of the average annualized sales of all company-owned restaurants for the trailing 12 periods. AUVs are calculated by dividing restaurant revenue by the number of operating days within each time period and multiplying by 361, which is the number of operating days we have in a typical year. This measurement allows management to assess changes in consumer traffic and per-person-spending patterns at our restaurants.

Comparable Restaurant Sales

Comparable restaurant sales refer to year-over-year sales comparisons for the comparable restaurant base. We define the comparable restaurant base to include restaurants open for at least 18 full periods. This measure highlights performance of existing restaurants, as it excludes the impact of new restaurant openings. Comparable restaurant sales growth is generated by increases in traffic, which we calculate as the number of entrees sold, or changes in per-person spend, calculated as sales divided by traffic. Per-person spend can be influenced by changes in menu prices and the mix and number of items sold per person.

Measuring our comparable restaurant sales allows us to evaluate the performance of our existing restaurant base. Various factors impact comparable restaurant sales, including:

- consumer recognition of our brand and our ability to respond to changing consumer preferences;
- overall economic trends, particularly those related to consumer spending;
- our ability to operate restaurants effectively and efficiently to meet consumer expectations;
- pricing;
- per-person spend and average check amount;
- marketing and promotional efforts;
- weather;
- local competition;
- trade area dynamics;
- introduction of new and seasonal menu items and limited time offerings; and
- opening of new restaurants in the vicinity of existing locations.

Since opening new company-owned and franchise restaurants is an important part of our growth strategy and we anticipate new restaurants will be a significant component of our revenue growth, comparable restaurant sales are only one measure of how we evaluate our performance.

Restaurant Contribution

Restaurant contribution is defined as restaurant revenue less restaurant operating costs, which consist of cost of sales, labor, occupancy and other restaurant operating costs. We expect restaurant contribution to increase in proportion to the number of new restaurants we open and our comparable restaurant sales growth. Fluctuations in restaurant contribution margin can also be attributed to those factors discussed above for the components of restaurant operating costs.

EBITDA and Adjusted EBITDA

We define EBITDA as net income before interest expense, provision for income taxes and depreciation and amortization. We define adjusted EBITDA as net income before interest expense, provision for income taxes, asset disposals, closure costs and restaurant impairments, depreciation and amortization, stock-based compensation, management fees and IPO-related expenses.

EBITDA and adjusted EBITDA provide clear pictures of our operating results by eliminating certain expenses that do not reflect our underlying business performance. We use these metrics to facilitate a comparison of our operating performance on a consistent basis from period to period and to analyze the factors and trends affecting our business.

The following table presents a reconciliation of net income to EBITDA and adjusted EBITDA:

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 30, 2014	**October 1, 2013**	**September 30, 2014**	**October 1, 2013**
	(in thousands, unaudited)			
Net income	$ 2,943	$ 3,265	$ 7,894	$ 4,257
Depreciation and amortization	6,454	5,238	17,969	15,074
Interest Expense	112	132	168	2,199
Provision for income taxes	1,990	2,183	5,380	2,633
EBITDA	$ 11,499	$ 10,818	$ 31,411	$ 24,163
Asset disposals, closure costs and restaurant impairment	251	339	658	837
Management fees [1]	—	—	—	500
Stock-based compensation expense [2]	357	131	1,028	873
IPO-related expenses [3]	—	—	—	5,667
Adjusted EBITDA	$ 12,107	$ 11,288	$ 33,097	$ 32,040

(1) The first three quarters of 2013 included $0.5 million of management fee expense in accordance with our management services agreement and through the Class C common stock dividend paid to the holder of the one share of our Class C common stock then outstanding. In connection with our IPO, the management services agreement expired and the one share of Class C common stock was redeemed.

(2) Includes only the non-cash portion of stock-based compensation expense.

(3) Reflects certain expenses incurred in conjunction with the closing of our IPO. This amount includes $2.0 million of stock-based compensation related to accelerated vesting of outstanding stock options, $1.2 million of stock-based compensation related to stock options granted to our Chief Executive Officer and President and Chief Operations Officer (of which 50% vested at grant), $1.7 million of transaction bonuses and related payroll tax and $800,000 in transaction payments to our Equity Sponsors.

Restaurant Openings, Closures and Relocations

The following table shows restaurants opened, closed or relocated during the periods indicated.

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 30, 2014	October 1, 2013	September 30, 2014	October 1, 2013
Company-Owned Restaurant Activity				
Beginning of period	343	295	318	276
Openings	11	15	36	35
Acquisitions [(1)]	16	—	16	—
Closures and relocations [(2)]	—	—	—	(1)
Restaurants at end of period	370	310	370	310
Franchise Restaurant Activity				
Beginning of period	67	53	62	51
Openings	4	5	9	7
Divestitures [(1)]	(16)	—	(16)	—
Restaurants at end of period	55	58	55	58
Total restaurants	425	368	425	368

(1) Represents franchise restaurants acquired by the Company.

(2) Relocated restaurants are accounted for under both restaurant openings and restaurant closures and relocations. In the first quarter of 2013, we closed one restaurant at the end of its lease term.

Results of Operations

The following table summarizes key components of our results of operations for the periods indicated as a percentage of our total revenue, except for the components of restaurant operating costs, which are expressed as a percentage of restaurant revenue.

	Fiscal Quarter Ended		Three Fiscal Quarters Ended	
	September 30, 2014	October 1, 2013	September 30, 2014	October 1, 2013
Revenue:				
Restaurant revenue	99.0%	98.8%	98.8%	99.0%
Franchising royalties and fees	1.0	1.2	1.2	1.0
Total revenue	100.0	100.0	100.0	100.0
Costs and Expenses:				
Restaurant Operating Costs (exclusive of depreciation and amortization shown separately below): (1)				
Cost of sales	27.0	26.3	26.9	26.3
Labor	30.3	30.0	30.3	30.2
Occupancy	10.5	10.1	10.7	10.1
Other restaurant operating costs	13.8	12.9	13.4	12.8
General and administrative (2)	7.1	7.8	7.7	10.7
Depreciation and amortization	6.1	5.9	6.1	5.8
Pre-opening	1.1	1.3	1.1	1.1
Asset disposals, closure costs and restaurant impairments	0.2	0.4	0.2	0.3
Total costs and expenses	95.2	93.7	95.4	96.5
Income from operations	4.8	6.3	4.6	3.5
Interest expense	0.1	0.1	0.1	0.8
Income before income taxes	4.7	6.1	4.5	2.7
Provision for income taxes	1.9	2.5	1.8	1.0
Net income	2.8%	3.7%	2.7%	1.6%

(1) As a percentage of restaurant revenue.

(2) In the second quarter of 2013, we incurred $5.7 million of IPO-related expenses: $2.0 million of stock-based compensation related to accelerated vesting of outstanding stock options, $1.2 million of stock-based compensation related to stock options granted to our Chief Executive Officer and President and Chief Operating Officer (of which 50% vested at grant), $1.7 million of transaction bonuses and related payroll taxes and $0.8 million in transaction payments to our Equity Sponsors. Additionally, the first three quarters of 2013 included $0.5 million of management fee expense in accordance with our management services agreement and through the Class C common stock dividend paid to the holder of the one share of our Class C common stock then outstanding. In connection with our IPO, the management services agreement expired and the one share of Class C common stock was redeemed.

Third Quarter Ended September 30, 2014 compared to Third Quarter Ended October 1, 2013

The table below presents our unaudited operating results for the third quarters of 2014 and 2013, and the related quarter-over-quarter changes.

	Fiscal Quarter Ended		Increase / (Decrease)	
	September 30, 2014	October 1, 2013	$	%
	(in thousands, except percentages)			
Revenue:				
Restaurant revenue	$ 105,143	$ 87,864	$ 17,279	19.7 %
Franchising royalties and fees	1,073	1,072	1	0.1
Total revenue	106,216	88,936	17,280	19.4
Costs and expenses:				
Restaurant operating costs (exclusive of depreciation and amortization shown separately below):				
Cost of sales	28,359	23,127	5,232	22.6
Labor	31,884	26,345	5,539	21.0
Occupancy	11,004	8,870	2,134	24.1
Other restaurant operating costs	14,532	11,315	3,217	28.4
General and administrative	7,545	6,939	606	8.7
Depreciation and amortization	6,454	5,238	1,216	23.2
Pre-opening	1,142	1,183	(41)	(3.5)
Asset disposals, closure costs and restaurant impairments	251	339	(88)	(26.0)
Total costs and expenses	101,171	83,356	17,815	21.4
Income from operations	5,045	5,580	(535)	(9.6)
Interest expense	112	132	(20)	(15.2)
Income before income taxes	4,933	5,448	(515)	(9.5)
Provision (benefit) for income taxes	1,990	2,183	(193)	(8.8)
Net income	$ 2,943	$ 3,265	$ (322)	(9.9)%
Company owned:				
Average unit volumes	$ 1,152	$ 1,181	$ (29)	(2.5)%
Comparable restaurant sales	1.6%	2.4%		

Revenue

Restaurant revenue increased by $17.3 million in the third quarter of 2014 compared to the same period of 2013. An increase in operating weeks resulted in $16.4 million of this increase, as well as an increase in comparable restaurant sales of $0.9 million, or 1.6%, in the third quarter of 2014 compared to the same period in 2013. The comparable restaurant sales increase in the third quarter was the result of a modest price increase and product mix during the quarter.

Franchise royalties and fees increased by $1,000 in the third quarter of 2014 compared to the same period of 2013 due to four new restaurant openings, an increase in comparable restaurant sales, and an increase in operating weeks, offset by the sale of 16 franchise restaurants to the Company on July 2, 2014.

Cost of Sales

Cost of sales increased by $5.2 million in the third quarter of 2014 compared to the same period of 2013, due primarily to the increase in restaurant revenue in the third quarter of 2014. As a percentage of restaurant revenue, cost of sales increased to 27.0% in the third quarter of 2014 from 26.3% in third quarter of 2013. The increase was the result of increased promotional activity and an increase in ingredient costs.

Labor Costs

Labor costs increased by $5.5 million in the third quarter of 2014 compared to the same period of 2013, due primarily to the increase in restaurant revenue in the third quarter of 2014. As a percentage of restaurant revenue, labor costs increased to 30.3% in the third quarter of 2014 from 30.0% in the third quarter of 2013. The increase as a percentage of restaurant revenue was the result of deleverage due to lower average unit volumes and expenses related to the launch of our catering initiative.

Occupancy Costs

Occupancy costs increased by $2.1 million in the third quarter of 2014 compared to the third quarter of 2013, due primarily to 59 net restaurant openings, as well as the acquisition of 16 franchise restaurants. As a percentage of revenue, occupancy costs increased to 10.5% in the third quarter of 2014, compared to 10.1% in the second quarter of 2013. The increase was due primarily to an increased percentage of new restaurants, which on average have higher occupancy costs.

Other Restaurant Operating Costs

Other restaurant operating costs increased by $3.2 million in the third quarter of 2014 compared to the third quarter of 2013, due primarily to increased restaurant revenue in the third quarter of 2014. As a percentage of restaurant revenue, other restaurant operating costs increased to 13.8% in the third quarter of 2014 from 12.9% in the third quarter of 2013. The increase as a percentage of restaurant revenue was due primarily to increased restaurant marketing expense.

General and Administrative Expense

General and administrative expense increased by $0.6 million in the third quarter of 2014 compared to the third quarter of 2013. This increase was primarily driven by our biennial All Managers Conference which was held during the current quarter as well as an increase in non-cash stock compensation expense.

Depreciation and Amortization

Depreciation and amortization increased by $1.2 million in the third quarter of 2014 compared to the third quarter of 2013, due primarily to the increase in the number of restaurants. As a percentage of revenue, depreciation and amortization increased to 6.1% in the third quarter of 2014, compared to 5.9% in the third quarter of 2013, due primarily to depreciation on new restaurants.

Pre-Opening Costs

Pre-opening costs remained relatively flat in the third quarter of 2014 compared to the third quarter of 2013. As a percentage of revenue, pre-opening costs decreased to 1.1% in the third quarter of 2014 compared to 1.3% in the third quarter of 2013. This decrease was due to four fewer restaurants in various stages of development in the third quarter of 2014 compared to the third quarter of 2013.

Provision for Income Taxes

Provision for income taxes decreased by $0.2 million in the third quarter of 2014 compared to same period of 2013 due to a decrease in pre-tax net income of $0.5 million in the third quarter of 2014 compared to the third quarter of 2013. The effective tax rate for the first three quarters of 2014 includes the change to a 35% federal income tax rate compared to 34% in 2013. The 2014 estimated annual effective tax rate is expected to be 40% to 41% compared to 41.7% for 2013.

Three Quarters Ended September 30, 2014 compared to Three Quarters Ended October 1, 2013

The table below presents our unaudited operating results for the first three quarters of 2014 and 2013, and the related quarter-over-quarter changes.

	Three Fiscal Quarters Ended		Increase / (Decrease)	
	September 30, 2014	October 1, 2013	$	%
	(in thousands, except percentages)			
Revenue:				
Restaurant revenue	$ 291,789	$ 256,744	$ 35,045	13.6 %
Franchising royalties and fees	3,406	2,711	695	25.6
Total revenue	295,195	259,455	35,740	13.8
Costs and expenses:				
Restaurant operating costs (exclusive of depreciation and amortization shown separately below):				
Cost of sales	78,533	67,524	11,009	16.3
Labor	88,410	77,464	10,946	14.1
Occupancy	31,114	25,824	5,290	20.5
Other restaurant operating costs	38,981	32,962	6,019	18.3
General and administrative [(1)]	22,806	27,808	(5,002)	(18.0)
Depreciation and amortization	17,969	15,074	2,895	19.2
Pre-opening	3,282	2,873	409	14.2
Asset disposals, closure costs and restaurant impairments	658	837	(179)	(21.4)
Total costs and expenses	281,753	250,366	31,387	12.5
Income from operations	13,442	9,089	4,353	47.9
Interest expense	168	2,199	(2,031)	(92.4)
Income before income taxes	13,274	6,890	6,384	92.7
Provision for income taxes	5,380	2,633	2,747	104.3
Net income	$ 7,894	$ 4,257	$ 3,637	85.4 %
Company owned:				
Average unit volumes	$ 1,152	$ 1,181	$ (29)	(2.5)%
Comparable restaurant sales	(0.1)%	3.1%		

(1) In the second quarter of 2013, we incurred $5.7 million of IPO-related expenses: $2.0 million of stock-based compensation related to accelerated vesting of outstanding stock options, $1.2 million of stock-based compensation related to stock options granted to our Chief Executive Officer and President and Chief Operating Officer (of which 50% vested at grant), $1.7 million of transaction bonuses and related payroll taxes and $0.8 million in transaction payments to our Equity Sponsors. Additionally, the first three quarters of 2013 included $0.5 million of management fee expense in accordance with our management services agreement and through the Class C common stock dividend paid to the holder of the one outstanding share of our Class C common stock. In connection with our IPO, the management services agreement expired and the one share of Class C common stock was redeemed.

Revenue

Restaurant revenue increased by $35.0 million in the first three quarters of 2014 compared to the same period of 2013. An increase in operating weeks resulted in $36.5 million of this increase, offset by a sales decrease in comparable restaurants of $1.5 million, or 0.1%, in the first three quarters of 2014 compared to the same period in 2013. The comparable restaurant sales decline in the first three quarters was the result of a decrease in traffic due to abnormally severe weather in the first quarter, as well as the loss of an operating day in January 2014 due to a fiscal calendar shift.

Franchise royalties and fees increased by $695,000 in the first three quarters of 2014 compared to the same period of 2013 due to nine new restaurant openings and an increase in operating weeks, offset by a reduction in royalties caused by a decrease in franchise comparable restaurant sales of 1.0% in the first three quarters of 2014, as well as our purchase of 16 franchise restaurants on July 2, 2014.

Cost of Sales

Cost of sales increased by $11.0 million in the first three quarters of 2014 compared to the same period of 2013, due primarily to the increase in restaurant revenue in the first three quarters of 2014. As a percentage of restaurant revenue, cost of sales increased to 26.9% in the first three quarters of 2014 from 26.3% in the first three quarters of 2013. The increase in cost of sales was the result of increased promotional activity and an increase in ingredient costs.

Labor Costs

Labor costs increased by $10.9 million in the first three quarters of 2014 compared to the same period of 2013, due primarily to the increase in restaurant revenue in the first three quarters of 2014. As a percentage of restaurant revenue, labor costs increased to 30.3% in the first three quarters of 2014 from 30.2% in the first three quarters of 2013.

Occupancy Costs

Occupancy costs increased by $5.3 million in the first three quarters of 2014 compared to the first three quarters of 2013, due primarily to 44 net restaurant openings, as well as the acquisition of 16 franchise restaurants. As a percentage of revenue, occupancy costs increased to 10.7% in first three quarters of 2014, compared to 10.1% in the first three quarters of 2013. The increase was due primarily to an increased percentage of new restaurants, which on average have higher occupancy costs as a percentage of revenue. Additionally, there was an increase in common area maintenance charges as a percentage of sales in the first quarter due to increased snow removal in 2014 compared to 2013.

Other Restaurant Operating Costs

Other restaurant operating costs increased by $6.0 million in the first three quarters of 2014 compared to the first three quarters of 2013, due primarily to increased restaurant revenue in the first three quarters of 2014. As a percentage of restaurant revenue, other restaurant operating costs increased to 13.4% in the first three quarters of 2014, compared to 12.8% in the first three quarters of 2013. The increase as a percentage of restaurant revenue was due to increased utilities and maintenance expense.

General and Administrative Expense

General and administrative expense decreased by $5.0 million in the first three quarters of 2014 compared to the first three quarters of 2013. As a percentage of revenue, general and administrative expense decreased to 7.7% in the first three quarters of 2014 compared to 10.7% in first three quarters of 2013. This decrease was due to primarily to the recognition of $5.7 million of non-recurring expenses related to our IPO in the second quarter of 2013. We recognized $2.0 million of stock-based compensation related to accelerated vesting of outstanding stock options, $1.2 million of stock-based compensation related to stock options granted to our Chief Executive Officer and President and Chief Operating Officer (of which 50% vested at grant), $1.7 million of transaction bonuses and related payroll tax and $0.8 million in transaction payments to our Equity Sponsors, all in connection with our IPO.

Depreciation and Amortization

Depreciation and amortization increased by $2.9 million in the first three quarters of 2014 compared to the first three quarters of 2013, due primarily to the increase in the number of restaurants. As a percentage of revenue, depreciation and amortization increased to 6.1% in the first three quarters of 2014, compared to 5.8% in the first three quarters of 2013, due to depreciation on new restaurants.

Pre-Opening Costs

Pre-opening costs increased by $0.4 million in the first three quarters of 2014 compared to the first three quarters of 2013. As a percentage of revenue, pre-opening costs remained flat at 1.1% in the first three quarters of 2014 and in the first three quarters of 2013. The increase in expense was due to one additional restaurant in the development stage in the first three quarters of 2014 compared to the first three quarters of 2013 as well as an increase in overall costs related to restaurants opened in remote markets.

Interest Expense

Interest expense decreased by $2.0 million in the first three quarters of 2014 compared to the same period of 2013. The decrease was the result of lower average borrowings in the first three quarters of 2014 compared to the first three quarters of 2013 due to the payoff of the majority of our outstanding debt in conjunction with our IPO, which we completed on July 2, 2013.

Provision for Income Taxes

Provision for income taxes increased by $2.7 million in the first three quarters of 2014 compared to same period of 2013 due to an increase in pre-tax net income of $6.4 million, as well as an increase in effective tax rate of 2.3% in the first three quarters of 2014 compared to the first three quarters of 2013. The effective tax rate for the first three quarters of 2014 includes the change to a 35% federal income tax rate compared to 34% in 2013. The 2014 estimated annual effective tax rate is expected to be 40% to 41% compared to 41.7% for 2013.

Liquidity and Capital Resources

Summary of Cash Flows

Our primary sources of liquidity and cash flows are operating cash flows and borrowings on our revolving line of credit. We use these cash sources to fund capital expenditures for new restaurant openings, reinvest in our existing restaurants, invest in infrastructure and information technology and maintain working capital. Our working capital position benefits from the fact that we generally achieve time-of-sales collection of cash from sales to customers, or in the case of credit or debit card transactions, we collect cash within several days of the related sale. In contrast, we typically have at least 30 days to pay our vendors.

Cash flows from operating, investing and financing activities are shown in the following table (in thousands):

	Three Fiscal Quarters Ended	
	September 30, 2014	October 1, 2013
Net cash provided by operating activities	$ 37,453	$ 32,462
Net cash used in investing activities	(53,566)	(39,788)
Net cash provided by financing activities	17,393	7,334
Net increase in cash and cash equivalents	$ 1,280	$ 8

Operating Activities

Net cash provided by operating activities of $37.5 million for the first three quarters ended September 30, 2014 resulted primarily from net income, adjusted for non-cash items such as depreciation and amortization, stock-based compensation expense and the amortization of debt issuance costs. The $5.0 million increase compared to the prior year comparable period was primarily driven by an increase in net income and accounts payable due to the timing of payments and a decrease in accounts receivable due to the collection of tenant improvement credits, offset by the timing of accrued incentive compensation payments.

Investing Activities

Net cash flows used in investing activities increased to $53.6 million in the first three quarters ended September 30, 2014 from $39.8 million in the first three quarters of 2013. The increase over the prior year is primarily due to $13.6 million used to acquire 16 restaurants from a franchisee.

Financing Activities

Net cash provided by financing activities was $17.4 million and $7.3 million in the first three quarters of 2014 and 2013, respectively. We used borrowings in both fiscal years to fund new restaurant capital expenditures and to fund the acquisition of 16 franchise locations in 2014. The increase over 2013 is due to additional borrowings related to the purchase of 16 franchise restaurants as well as the closing of our IPO in the second quarter of 2013, in which we sold 6,160,714 shares of Class A common stock at $18.00 per share and received net proceeds of approximately $100.1 million. These net proceeds were used to repay all of our outstanding term loan and all but $0.2 million of our revolving line of credit. Additionally, in the first three quarters of 2014, we received proceeds of $2.3 million from the exercise of stock options.

Capital Resources

Future Capital Requirements. Our capital requirements are primarily dependent upon the pace of our real estate development program and resulting new restaurants. Our real estate development program is dependent upon many factors, including economic conditions, real estate markets, site locations and the nature of lease agreements. Our capital expenditure outlays are also dependent on costs for maintenance and capacity additions in our existing restaurants as well as information technology and other general corporate capital expenditures.

We currently estimate capital expenditures for 2014 to be in the range of approximately $50 to $55 million, excluding the acquisition of 16 franchise restaurants for $13.6 million. Such capital expenditures are primarily related to the anticipated opening of 48 to 50 restaurants in 2014, the start of construction on restaurants to be opened in early 2015 and normal maintenance-related capital expenditures on our existing restaurants. We expect such capital expenditures to be funded by a combination of cash from operations and borrowings under our revolving credit facility.

Current Resources. Our operations have not required significant working capital and, like many restaurant companies, we operate with negative working capital. Restaurant sales are primarily paid for in cash or by credit card, and restaurant operations do not require significant inventories or receivables. In addition, we receive trade credit for the purchase of food, beverages and supplies, therefore reducing the need for incremental working capital to support growth.

Credit Facility

We maintain a $45.0 million revolving line of credit under our credit facility. The revolving line of credit includes a swing line loan of $10.0 million used to fund working capital requirements. On November 22, 2013, we amended and restated our credit facility to provide more favorable borrowing rates and fees, to extend borrowing capacity through November 2018 and to change certain of the loan's covenants.

As of September 30, 2014, we had $21.5 million of outstanding indebtedness, $2.7 million of outstanding letters of credit and $20.8 million available for borrowing under our revolving line of credit. Borrowings under our amended and restated credit facility bear interest, at our option, at either (i) LIBOR plus 1.00 to 1.75%, based on the lease-adjusted leverage ratio or (ii) the highest of the following rates plus zero to 0.75%: (a) the federal funds rate plus 0.50%; (b) the Bank of America prime rate or (c) the one month LIBOR plus 1.00%. The facility includes a commitment fee of 0.125 to 0.25%, based on the lease-adjusted leverage ratio, per year on any unused portion of the facility. We also maintain outstanding letters of credit to secure obligations under our workers' compensation program and certain lease obligations.

Availability of borrowings under the revolving line of credit is conditioned on our compliance with specified covenants, including a maximum lease-adjusted leverage ratio and a minimum consolidated fixed charge coverage ratio. We are subject to a number of other customary covenants, including limitations on additional borrowings, acquisitions, dividend payments and lease commitments. As of September 30, 2014, we were in compliance with all of our debt covenants.

Our credit facility is secured by a pledge of stock of substantially all of our subsidiaries and a lien on substantially all of our and our subsidiaries' personal property assets.

Off-Balance Sheet Arrangements

We had no off-balance sheet arrangements or obligations as of September 30, 2014.

Critical Accounting Policies and Estimates

Our consolidated financial statements and accompanying notes are prepared in accordance with US GAAP. Preparing consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. These estimates and assumptions are affected by the application of our accounting policies. Our significant accounting policies are described in our Annual Report on Form 10-K for the year ended December 31, 2013. Critical accounting estimates are those that require application of management's most difficult, subjective or complex judgments, often as a result of matters that are inherently uncertain and may change in subsequent periods. While we apply our judgment based on assumptions believed to be reasonable under the circumstances, actual results could vary from these assumptions. It is possible that materially different amounts would be reported using different assumptions. Our critical accounting estimates are identified and described in our annual consolidated financial statements and the related notes included in our Annual Report on Form 10-K for our fiscal year ended December 31, 2013.

Recent Accounting Pronouncements

In August 2014, the FASB issued ASU, "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern." This update requires management of the Company to evaluate whether there is substantial doubt about the Company’s ability to continue as a going concern. This update is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. Early adoption is permitted. The Company does not expect this standard to have an impact on the Company’s consolidated financial position or results of operations.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers." The pronouncement was issued to clarify the principles for recognizing revenue and to develop a common revenue standard and disclosure requirements for U.S. GAAP and IFRS. The pronouncement is effective for reporting periods beginning after December 15, 2016. The adoption of ASU 2014-09 is not expected to have a significant impact on the Company’s consolidated financial position or results of operations.

JOBS Act

We qualify as an "emerging growth company" pursuant to the provisions of the JOBS Act. For as long as we are an "emerging growth company," we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies," including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, exemptions from the requirements of holding advisory "say-on-pay" votes on executive compensation and shareholder advisory votes on golden parachute compensation.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. An "emerging growth company" can therefore delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we have chosen to "opt out" of such extended transition period and, as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

We are exposed to market risk from changes in interest rates on debt. Our exposure to interest rate fluctuations is limited to our outstanding bank debt, which bears interest at variable rates. As of September 30, 2014, there was $21.5 million outstanding under our revolving line of credit and $20.8 million available for borrowing under the credit facility. A plus or minus 1.0% change in the effective interest rate applied on this loan would have resulted in a pre-tax interest expense fluctuation of $0.2 million of gross interest expense on an annualized basis.

Commodity Price Risk

We purchase certain products that are affected by commodity prices and are, therefore, subject to price volatility caused by weather, market conditions and other factors which are not considered predictable or within our control. Although these products are subject to changes in commodity prices, certain purchasing contracts or pricing arrangements contain risk management techniques designed to minimize price volatility. The purchasing contracts and pricing arrangements we use may result in unconditional purchase obligations, which are not reflected in our consolidated balance sheets. Typically, we use these types of purchasing techniques to control costs as an alternative to directly managing financial instruments to hedge commodity prices. In many cases, we believe we will be able to address material commodity cost increases by adjusting our menu pricing or changing our product delivery strategy. However, increases in commodity prices, without adjustments to our menu prices, could increase restaurant operating costs as a percentage of company-owned restaurant revenue.

Inflation

The primary inflationary factors affecting our operations are food, labor and energy costs as well as labor and materials used in the construction of new restaurants. Increases in the minimum wage directly affect our labor costs. Many of our leases require us to pay taxes, maintenance, repairs, insurance and utilities, all of which are generally subject to inflationary increases. Over the past five years, inflation has not significantly affected our operating results.

Item 4. Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2014, pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

We have not engaged an independent registered accounting firm to perform an audit of our internal control over financial reporting as of any balance sheet date or for any period reported in our financial statements. Presently, we are not an accelerated filer, as such term is defined by Rule 12b-2 of the Exchange Act and therefore, our management is not presently required to perform an annual assessment of the effectiveness of our internal control over financial reporting. This requirement could apply as early as our Annual Report on Form 10-K for the year ending December 29, 2015 if certain triggers requiring large accelerated filing deadlines are met prior to that. Our independent public registered accounting firm will first be required to attest to the effectiveness of our internal control over financial reporting for our Annual Report on Form 10-K for the first year we are no longer an "emerging growth company."

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

Item 1. Legal Matters

As previously disclosed in our Quarterly Reports on Form 10-Q filed on April 30, 2014 and August 14, 2014, the Company is named as a defendant in an action filed in the Superior Court of Delaware in New Castle County, entitled The State of Delaware, William French v. Card Compliant, LLC, et. al. The case was filed under seal in June 2013 and was unsealed on March 26, 2014. The complaint in this case alleges that the Company and the other defendants in the case, including a number of large retailers and restaurant companies, knowingly refused to fulfill obligations under Delaware's Abandoned Property Law by failing to report and deliver "unclaimed gift card funds" to the State of Delaware, and knowingly made, used or caused to be made or used, false statements and records to conceal, avoid or decrease an obligation to pay or transmit money to Delaware in violation of the Delaware False Claims and Reporting Act. The complaint seeks an order that we cease and desist from violating the Delaware False Claims and Reporting Act, monetary damages (including treble damages under the False Claims and Reporting Act), penalties, and attorneys' fees and costs. The case was removed to U.S. federal district court for the District of Delaware, and plaintiffs have filed a motion to remand the case to the Superior Court for the State of Delaware. We have also filed a motion to dismiss the complaint. The case is at an early stage and we are therefore unable to make a reasonable estimate of the probable loss or range of losses, if any, that might arise from this matter. We intend to vigorously defend this action.

In the normal course of business, we are subject to other proceedings, lawsuits and claims. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Consequently, we are unable to ascertain the ultimate aggregate amount of monetary liability or financial impact with respect to these matters as of September 30, 2014. These matters could affect the operating results of any one financial reporting period when resolved in future periods. We believe that an unfavorable outcome with respect to these matters is remote or a potential range of loss is not material to our consolidated financial statements. Significant increases in the number of these claims, or one or more successful claims that result in greater liabilities than we currently anticipate, could materially and adversely affect our business, financial condition, results of operations or cash flows.

Item 1A. Risk Factors

A description of the risk factors associated with our business is contained in the “Risk Factors” section of our Annual Report on Form 10-K for our fiscal year ended December 31, 2013. There have been no material changes to our Risk Factors as previously reported.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibit Index

Exhibit Number	Description of Exhibit
10.1	Amendment No. 1 to Registration Rights Agreement, dated as of July 8, 2014, among Noodles & Company and certain of its stockholders
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

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

NOODLES & COMPANY

By: /s/ DAVE BOENNIGHAUSEN

Dave Boennighausen
Chief Financial Officer

Date November 6, 2014

Exhibit 10.1

AMENDMENT NO. 1

TO

REGISTRATION RIGHTS AGREEMENT

This AMENDMENT NO. 1 TO REGISTRATION RIGHTS AGREEMENT (this "Amendment") is made and entered into as of July 8, 2014 among Noodles & Company, a Delaware corporation (the "Company"), Catterton-Noodles, LLC, a Delaware limited liability company ("Catterton-Noodles"), Argentia Private Investments Inc., a Canadian corporation ("Argentia"), and the other stockholders of the Company named on the signature pages hereto (the "Rollover Holders").

RECITALS

WHEREAS, the parties hereto are parties to that certain REGISTRATION RIGHTS AGREEMENT (the "Agreement") made and entered into as of December 27, 2010 by and among the Company, Catterton-Noodles, Argentia and the Rollover Holders;

WHEREAS, the Company desires to amend the terms of the Agreement as set forth in greater detail below (such amendment, the "Proposed Amendment"); and

WHEREAS, Section 4.1(a) of the Registration Rights Agreement provides that the Proposed Amendments require the approval of the Company together with a majority in interest of the Holders and a majority in interest of the Non-Investor Holders (as such terms are defined by the Agreement).

AGREEMENT

NOW, THEREFORE, the parties hereto agree hereby as follows:

1. Definitions. Capitalized terms used herein and not defined herein have the meanings ascribed thereto in the Agreement.

2. Amendments.

(a) The Definition of "Holder" or "Holders" within Section 1.1 of the Agreement is amended and restated in its entirety as follows:

"'Holder' or 'Holders' means Catterton-Noodles, Argentia and any of their transferees who or that shall acquire and hold Registrable Securities in accordance with the terms of this Agreement, and any Rollover Holder who (i) holds Registrable Securities in accordance with the terms of this Agreement and (ii) is a member of the Company's

Board of Directors or is an Executive Officer of the Company, as such term is defined by Rule 3b-7 promulgated pursuant to the Securities Exchange Act of 1934, as amended."

3. Effectiveness. This Amendment shall become effective as of the date first above written (the "Amendment Effective Date").

4. Reference to and Effect on the Registration Rights Agreement.

(a) On and after the Amendment Effective Date, each reference in the Registration Rights Agreement to "this Agreement", "hereunder", "hereof" or words of like import referring to the Registration Rights Agreement shall mean and be a reference to the Registration Rights Agreement as amended by this Amendment.

(b) Except to the extent certain provisions of the Registration Rights Agreement are amended as specified herein, the Registration Rights Agreement is and shall continue to be in full force and effect and is hereby in all respects ratified and confirmed.

5. Counterparts. This Amendment may be executed by one or more of the parties hereto on any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument. Delivery of an executed signature page of this Amendment by facsimile or electronic transmission shall be effective as delivery of a manually executed counterpart hereof.

6. Governing Law. This Amendment and all disputes or controversies arising out of or relating to this Amendment or the transactions contemplated hereby shall be governed by, and construed in accordance with, the internal laws of the State of New York, without regard to the laws of any other jurisdiction that might be applied because of the conflicts of laws principles of the State of New York.

[*Signature page follows*]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

NOODLES & COMPANY

By: /s/ Paul Strasen
Name: Paul Strasen
Title: Executive Vice President, General Counsel & Secretary

CATTERTON-NOODLES, LLC

By: CP6 management, L.L.C.
Its: Manager

By: /s/ J. Michael Chu
Name: J. Michael Chu
Title: Authorized Person

ARGENTIA PRIVATE INVESTMENTS INC

By: /s/ Derek Murphy
Name: Derek Murphy
Title: Vice President

By: /s/ Jim Pittman
Name: Jim Pittman
Title: Vice President

STOCKHOLDERS

Jason & Elizabeth R. Albright Name /s/ Jason & Elizabeth R. Albright Signature	Nicolas Assouad Name /s/ Nicolas Assouad Signature
Andrew Bonoss Name /s/ Andrew Bonoss Signature	John Cervini Jr. Name /s/ John Cervini Jr. Signature
Nancy Cervini Name /s/ Nancy Cervini Signature	Davco Management, LLC Name /s/ E. D. David Signature Title: President of LLC Mgr Ltd., Manager
John P. Doley Roth IRA Name /s/ John P. Doley Signature David R. Duncan Name /s/ David R. Duncan Signature	Liz S. Doley Name /s/ Liz S. Doley Signature Michael J. Duncan Name /s/ Michael J. Duncan Signature
Raymond T. Duncan Revocable Trust Name /s/ Raymond T. Duncan Signature	John P. Doley Name /s/ John P. Doley Signature
Paul A. Dresser, Jr. Name /s/ Paul A. Dresser, Jr., TTEE Signature	Karynne O. Duncan Name /s/ Karynne O. Duncan Signature

E. D. David Revocable Trust Name /s/ E. D. David, Trustee Signature	Michael L. Finnin Name /s/ Michael L. Finnin Signature
Carrie Hart Name /s/ Carrie Hart Signature	Estate of W. Scott Hedrick Name /s/ Thomas F. Hyde, Executor Signature
Martin H. Herzog Name /s/ Martin H. Herzog Signature	Larry D. Jacobson and Pamela J. Jacobson, Trustees, Larry and Pamela Jacobson Joint Revocable Trust U/A/D 8/05/2013 Name /s/ Larry D. Jacobson / Pamela J. Jacobson Signature (LDJ) (PJJ)
BMO Harris Bank, Custodian, Pamela J. Jacobson IRA Name /s/ Chris Jauch / Pamela J. Jacobson Signature	BMO Harris Bank, Custodian, Larry D. Jacobson SEP IRA Name /s/ Chris Jauch / Larry D. Jacobson Signature
Dwight Kasperbauer Pamela Kasperbauer Name /s/ Dwight Kasperbauer, Pamela Kasperbauer Signature	Aaron S. Kennedy Name /s/ Aaron S. Kennedy Signature
Stewart M. Kume Name /s/ Stewart M. Kume Signature	Mark Larter, Tina Gini Larter Name /s/ Mark Larter, Tina Gini Larter Signature

Elizabeth McLaughlin Name /s/ Elizabeth McLaughlin Signature	Karen Merriam Name /s/ Karen Merriam Signature
Tim Mosbacher Name /s/ Tim Mosbacher Signature	Mary L. Orlando Name /s/ Mary L. Orlando Signature
Marcie Pregulman Name /s/ Marcie Pregulman Signature	James T. Rand Name /s/ James T. Rand Signature
Paul L. Richards Name /s/ Paul L. Richards Signature	Donald E. Rocop Name /s/ Donald E. Rocop Signature
Edgar B. Roesch, Jr. IRA Name /s/ Edgar B. Roesch, Jr. Signature	Steve Sanders, Cheryl Sanders Name /s/ Steve Sanders, Cheryl Sanders Signature
Scott & Lauri Sax Name /s/ Scott & Lauri Sax Signature	Faye F. Shealy Name /s/ Faye F. Shealy Signature

Lee G. Weldone Name /s/ Lee G. Weldone TTEE Signature	Keith Kinsey Name /s/ Keith Kinsey Signature

[Amendment No. 1 to Registration Rights Agreement]

Exhibit 31.1

CERTIFICATION

I, Kevin Reddy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Noodles and Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2014

/s/ KEVIN REDDY
Kevin Reddy
Chairman and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Dave Boennighausen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Noodles and Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2014

/s/ DAVE BOENNIGHAUSEN
Dave Boennighausen
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

I, Kevin Reddy, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Noodles & Company on Form 10-Q for the fiscal quarter ended September 30, 2014 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Noodles & Company.

Date: November 6, 2014

By:	/s/ KEVIN REDDY
Name:	Kevin Reddy
Title:	Chief Executive Officer

I, Dave Boennighausen, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Noodles & Company on Form 10-Q for the fiscal quarter ended September 30, 2014 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Noodles & Company.

Date: November 6, 2014

By:	/s/ DAVE BOENNIGHAUSEN
Name:	Dave Boennighausen
Title:	Chief Financial Officer

This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.