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

FORM 8-K

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

Date of report (Date of earliest event reported): May 16, 2023

NOODLES & COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-35987
(Commission File Number)

84-1303469
(I.R.S. Employer
Identification No.)

520 Zang Street, Suite D
Broomfield, CO
(Address of principal executive offices)

80021
(Zip Code)

Registrant's Telephone Number, Including Area Code: (720) 214-1900

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

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Class A common stock

Trading Symbol(s)
NDLS

Name of each exchange on which registered
Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

We held our annual meeting of stockholders (the “Annual Meeting”) on May 16, 2023. As of March 22, 2023, the record date for the Annual Meeting (the “Record Date”), we had 46,341,533 shares of Class A common stock outstanding and entitled to vote. There are currently no shares of Class B common stock outstanding. Holders of our Class A and Class B common stock are entitled to one vote for each share held as of the Record Date, with the exception that Class B common stock does not vote on the election or removal of directors.

At the Annual Meeting, shareholders voted in favor of the (1) re-election of the two Class I directors, Mary Egan and Robert Hartnett, to our Board of Directors, (2) approval, on an advisory (non-binding) basis, of the compensation of our named executive officers as disclosed in our proxy statement, (3) approval of the Noodles & Company 2023 Stock Incentive Plan, and (4) ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm. The final voting results were as follows:

(1) The following two individuals were re-elected as Class I directors, each to serve for three years and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal.

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Mary Egan	30,002,384	7,592,454	4,286,512
Robert Hartnett	32,027,721	5,567,117	4,286,512

(2) The compensation of our named executive officers, as disclosed in our proxy statement, was approved, on an advisory (non-binding) basis.

Votes For	Votes Against	Abstentions	Broker Non-Votes
33,379,727	4,166,228	48,883	4,286,512

(3) The Noodles & Company 2023 Stock Incentive Plan was approved.

Votes For	Votes Against	Abstentions	Broker Non-Votes
33,287,181	4,273,371	34,286	4,286,512

(4) The appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending January 2, 2024 was ratified.

Votes For	Votes Against	Abstentions	Broker Non-Votes
41,508,964	353,648	18,738	—

SIGNATURE

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

Noodles & Company

DATE: May 17, 2023

By: /s/ CARL LUKACH
Name: Carl Lukach
Title: Chief Financial Officer