

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Catterton-Noodles, LLC</u> (Last) (First) (Middle) 599 WEST PUTNAM AVENUE SUITE 200 (Street) GREENWICH CT 06830 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/27/2013	3. Issuer Name and Ticker or Trading Symbol <u>NOODLES & Co [NDLS]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 06/27/2013
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	10,501,400	D ⁽¹⁾	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person*
Catterton-Noodles, LLC
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 SUITE 200
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CP6 Management, L.L.C.
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Dahnke Scott Arnold
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Chu James Michael
 (Last) (First) (Middle)
 599 WEST PUTNAM AVENUE
 (Street)
 GREENWICH CT 06830
 (City) (State) (Zip)

Explanation of Responses:

1. The purpose of this amendment is to add J. Michael Chu as a reporting person and to revise footnote (1) to reflect such addition. The line item does not reflect a new or revised transaction or holding, but is being reported again to gain access to the EDGAR filing system. The corrected footnote is as follows: (1) Represents shares of the Issuer held by Catterton-Noodles, LLC. CP6 Management, L.L.C. is the manager of Catterton-Noodles, LLC. Each of J. Michael Chu and Scott A. Dahnke is a Managing Member of CP6 Management, L.L.C. By virtue of these relationships, CP6 Management, L.L.C., Mr. Chu and Mr. Dahnke may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by Catterton-Noodles, LLC. Each of CP6 Management, L.L.C., J. Michael Chu and Mr. Dahnke expressly disclaims beneficial ownership of such securities, except to the extent of his or her pecuniary interest therein.

Remarks:

EXHIBIT LIST: EX-24 Power of Attorney J. Michael Chu

/s/ Paul Strasen, attorney in fact

06/27/2013

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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 Number.

Exhibit 24

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, being a person or entity subject to the reporting obligations of the Securities Exchange Act of 1934, as amended (the "Act"), due to or with respect

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corpor

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to make any filings with respect to the undersigned

This Limited Power of Attorney is executed as of the date set forth below.

/s/ James Michael Chu
Signature

James Michael Chu
Type or Print Name

12/12/2013
Date