
**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 30, 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 (see General Instruction A.2. below):

- 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 30, 2023, the Board of Directors (the “Board”) of Noodles & Company (the “Company”), appointed Thomas Lynch as a member of the Board effective immediately. Mr. Lynch will serve as a Class I director, with a term ending at the Company’s 2026 annual meeting of stockholders or until his successor is duly elected and qualified. He is not expected to serve on any committees at this time.

Mr. Lynch is not party to any arrangements or understandings with any other person pursuant to which he was appointed as a director. Mr. Lynch does not have any family relationship with the Company’s executive officers or directors, nor has he engaged in any related party transaction with the Company that would be required to be disclosed pursuant to Item 404 of Regulation S-K.

Mr. Lynch is expected to receive compensation for his service on the Board in accordance with the Company’s director compensation program for non-employee directors, which is described in the Company’s Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 31, 2023. Mr. Lynch has entered into the Company’s standard form of indemnification agreement, which was previously filed by the Company as Exhibit 10.15 to the Company’s Form S-1/A filed on June 17, 2013.

On May 30, 2023, the Company issued a press release announcing Mr. Lynch’s appointment. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
99.1	Noodles & Company Press Release dated May 30, 2023
104	Cover Page Interactive Data File. The cover page XBRL tags are embedded within the Inline XBRL document.

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 30, 2023

By: /s/ DAVE BOENNIGHAUSEN

Name: Dave Boennighausen

Title: Chief Executive Officer



Thomas Lynch Appointed to Noodles & Company Board of Directors

BROOMFIELD, Colo., May 30, 2023 (Globe Newswire) - Noodles & Company (NASDAQ: NDLS) today announced the appointment of Thomas Lynch as a member of its Board of Directors effective immediately.

Jeff Jones, Chairman of the Board of Noodles & Company commented, "On behalf of the entire Board, I welcome Tom Lynch back as a member of the Board. In his previous time as a director with us, Tom offered invaluable insight and expertise, and we look forward to similar contributions going forward. Tom's extensive experience with the brand and broader industry will be a tremendous asset for the Company and our stockholders."

Mr. Lynch is the Senior Managing Director and Founder of Mill Road Capital, a private investment firm focused on investing in, and partnering with, small publicly traded companies in the U.S. and Canada. Mill Road Capital is one of the largest shareholders in Noodles & Company. Mr. Lynch began his investing career at Blackstone and has since founded and organized two investment funds. He founded Mill Road Capital Management in 2004. Mr. Lynch has served on the board of more than fifteen public, private, and not-for-profit organizations, including the Panera Bread Company. He previously served on the Noodles & Company Board of Directors from March of 2017 to July of 2019.

Mr. Lynch said, "As a major stockholder, I have been following the Noodles & Company story closely, and I continue to believe in the brand and its growth prospects. I look forward to once again working closely with my fellow directors and management to help the Company further define and execute its strategy."

Mr. Lynch earned a B.A. in Political Economy & Philosophy from Williams College, a Master of Philosophy in Moral & Political Philosophy from Oxford University, and an M.B.A. from Stanford University.

About Noodles & Company

Since 1995, Noodles & Company has been serving guests Uncommon Goodness and noodles your way, with noodles and flavors you know and love as well as new ones you're about to discover. From indulgent Wisconsin Mac & Cheese to better-for-you Zoodles, Noodles serves a world of flavor in every bowl. Made up of more than 450 restaurants and 8,000 passionate team members, Noodles is dedicated to nourishing and inspiring every guest who walks through the door. To learn more or find the location nearest you, visit www.noodles.com.

Contacts:

Investor Relations

investorrelations@noodles.com