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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13D/A

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)**

**Under the Securities Exchange Act of 1934**

(Amendment No. 2)

Noodles & Company  
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

65540B105  
(CUSIP Number)

Hoak Public Equities, L.P.  
3963 Maple Avenue, Suite 450  
Dallas, Texas 75219  
(214) 855-2284  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 22, 2024  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPORTING PERSONS  Hoak Public Equities, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,227,731
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 3,227,731
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,227,731	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.17%*	
14	TYPE OF REPORTING PERSON  PN	

\* This calculation is based upon 44,989,714 shares of Class A Common Stock, \$0.01 par value per share (“Common Stock”) of Noodles & Company (the “Issuer”) outstanding as of March 01, 2024 as disclosed on the Issuer’s Form 10-K filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 08, 2024.

1	NAME OF REPORTING PERSONS  Hoak Fund Management, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,227,731
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 3,227,731
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,227,731	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.17%*	
14	TYPE OF REPORTING PERSON PN	

\* This calculation is based upon 44,989,714 shares of Common Stock of the Issuer outstanding as of March 01, 2024 as disclosed on the Issuer's Form 10-K filed with the SEC on March 08, 2024.

1	NAME OF REPORTING PERSONS Hoak & Co.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,227,731
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 3,227,731
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,227,731	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.17%*	
14	TYPE OF REPORTING PERSON CO	

\* This calculation is based upon 44,989,714 shares of Common Stock of the Issuer outstanding as of March 01, 2024 as disclosed on the Issuer's Form 10-K filed with the SEC on March 08, 2024.

1	NAME OF REPORTING PERSONS  J. Hale Hoak	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,627,731*
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 3,627,731*
	10	SHARED DISPOSITIVE POWER -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,627,731	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.06%**	
14	TYPE OF REPORTING PERSON  IN	

\* Includes (1) 3,227,731 shares of Common Stock of the Issuer held directly by Hoak Public Equities, L.P., (2) 200,000 shares of Common Stock of the Issuer held by J. Hale Hoak (of which 100,000 shares of Common Stock are held in the name of J. Hale Hoak Child's Trust), and (3) 200,000 shares of Common Stock of the Issuer held by Zierk Family 2010 Irrevocable Trust, of which J. Hale Hoak serves as trustee.

\*\* This calculation is based upon 44,989,714 shares of Common Stock of the Issuer outstanding as of March 01, 2024 as disclosed on the Issuer's Form 10-K filed with the SEC on March 08, 2024.

1	NAME OF REPORTING PERSONS  James M. Hoak Jr.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,877,731*
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 3,877,731*
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,877,731	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.62%**	
14	TYPE OF REPORTING PERSON  IN	

\* Includes (1) 3,227,731 shares of Common Stock of the Issuer held directly by Hoak Public Equities, L.P., and (2) 650,000 shares of Common Stock of the Issuer held in the James M. Hoak Jr. IRA.

\*\* This calculation is based upon 44,989,714 shares of Common Stock of the Issuer outstanding as of March 01, 2024 as disclosed on the Issuer's Form 10-K filed with the SEC on March 08, 2024.

1	NAME OF REPORTING PERSONS  Zierk Family 2010 Irrevocable Trust	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Texas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  200,000
	8	SHARED VOTING POWER  -0-
	9	SOLE DISPOSITIVE POWER  200,000
	10	SHARED DISPOSITIVE POWER  -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  200,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.44%*	
14	TYPE OF REPORTING PERSON  OO	

\* This calculation is based upon 44,989,714 shares of Common Stock of the Issuer outstanding as of March 01, 2024 as disclosed on the Issuer's Form 10-K filed with the SEC on March 08, 2024.

This Amendment No. 2 to Schedule 13D (“Amendment No. 2”) amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission (“SEC”) on June 23, 2023 (the “Original 13D”) as amended by Amendment No. 1 to Schedule 13D filed with the SEC on August 17, 2023 (“Amendment No. 1”, and together with the Original 13D and Amendment No. 2, the “Schedule 13D”). Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings ascribed to them in the Original 13D.

This Amendment No. 2 is being filed to make amendments to the Schedule 13D as follows:

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The total amount of funds used for the purchase of Common Stock by HPE was \$12,802,401.60. All of the shares of Common Stock beneficially owned by HPE were paid for using working capital of HPE. Hoak Management and Hoak & Co. do not directly hold any Common Stock but may be deemed to beneficially own the Common Stock owned by HPE.

Each of James M. Hoak, Jr. and J. Hale Hoak may also be deemed to beneficially own the Common Stock owned by HPE. The total amount of funds used for the purchase of the remaining Common Stock reported by James M. Hoak, Jr., was \$2,432,492.87 (all such 650,000 shares held in the James M. Hoak, Jr. IRA), such shares being paid for using personal funds. The total amount of funds used for the purchase of the Common Stock reported by the Zierk Trust was \$622,823.06. J. Hale Hoak (in his capacity as trustee of the Zierk Trust) may also be deemed to beneficially own the Common Stock owned by the Zierk Trust. The total amount of funds used for the purchase of the remaining Common Stock reported by J. Hale Hoak (of which 100,000 shares are held in J. Hale Hoak Child’s Trust), was \$612,319.37, such shares being paid for using personal funds.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended by amending and replacing in their entirety each of Items 5(a) and 5(c) as follows:

- (a) As of the date of this Schedule 13D, based upon 44,989,714 shares of Common Stock of the Issuer outstanding as of March 01, 2024 as disclosed on the Issuer’s Form 10-K filed with the SEC on March 08, 2024:
  - i. HPE directly owns an aggregate of 3,227,731 shares of Common Stock, representing approximately 7.17% of the outstanding Common Stock.
  - ii. Hoak Management, in its capacity as HPE’s general partner, may be deemed to beneficially own an aggregate of 3,227,731 shares of Common Stock, representing approximately 7.17% of the outstanding Common Stock.
  - iii. Hoak and Co., in its capacity as the general partner of Hoak Management, may be deemed to beneficially own an aggregate of 3,227,731 shares of Common Stock, representing approximately 7.17% of the outstanding Common Stock.
  - iv. The Zierk Trust owns an aggregate of 200,000 shares of Common Stock, representing approximately 0.44% of the outstanding Common Stock.
  - v. James M. Hoak, Jr. (1) directly owns an aggregate of 650,000 shares of Common Stock (held in the James M. Hoak, Jr. IRA) and (2) in his capacity as Hoak & Co.’s controlling shareholder and Chairman may be deemed to beneficially own 3,227,731 shares of Common Stock, for an aggregate of 3,877,731 shares of Common Stock, representing approximately 8.62% of the outstanding Common Stock.
  - vi. J. Hale Hoak (1) directly owns an aggregate of 200,000 shares of Common Stock (of which 100,000 shares are held in J. Hale Hoak Child’s Trust) and (2) in his capacity as Hoak & Co.’s President and the trustee of the Zierk Trust may be deemed to beneficially own an aggregate of 3,427,731 shares of Common Stock, for an aggregate of 3,627,731 shares of Common Stock representing approximately 8.06% of the outstanding Common Stock.



(c) Schedule A hereto sets forth all transactions in the Common Stock within the past 60 days by any Reporting Person. Except for the transactions set forth on Schedule A, none of the Reporting Persons effected any transaction in the Common Stock during the past 60 days.

**Item 7. Material to Be Filed as Exhibits**

99.1 [Joint Filing Agreement dated March 26, 2024, by and among Hoak Public Equities, L.P., Hoak Fund Management, L.P., Hoak & Co., James M. Hoak, Jr., J. Hale Hoak and Zierk Family 2010 Irrevocable Trust](#)

**SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: March 26, 2024

**Hoak Public Equities, L.P.**

By: Hoak Fund Management, L.P., its general partner

By: /s/ J. Hale Hoak  
J. Hale Hoak  
President

**Hoak Fund Management, L.P.**

By: Hoak & Co., its general partner

By: /s/ J. Hale Hoak  
J. Hale Hoak  
President

**Hoak & Co.**

By: /s/ J. Hale Hoak  
J. Hale Hoak  
President

**James M. Hoak, Jr.**

By: /s/ James M. Hoak, Jr  
James M. Hoak, Jr.

**J. Hale Hoak**

By: /s/ J. Hale Hoak  
J. Hale Hoak

**Zierk Family 2010 Irrevocable Trust**

By: /s/ J. Hale Hoak  
J. Hale Hoak, Trustee

**Schedule A**

**Transactions – Last 60 Days**

<b>Reporting Person</b>	<b>Transaction Date</b>	<b>Transaction</b>	<b>Shares</b>	<b>Price Per Share</b>
James M. Hoak, Jr.	3/8/2024	Purchase	10,000	\$2.19
James M. Hoak, Jr.	3/12/2024	Purchase	4,595	\$2.00
James M. Hoak, Jr.	3/12/2024	Purchase	5,000	\$2.10
J. Hale Hoak	3/14/2024	Purchase	14,037	\$1.80
James M. Hoak, Jr.	3/19/2024	Purchase	10,000	\$1.81
James M. Hoak, Jr.	3/19/2024	Purchase	20,000	\$1.80
Hoak Public Equities, L.P.	3/19/2024	Purchase	15,423	\$1.80
Zierk Family 2010 Irrevocable Trust	3/22/2024	Purchase	50,000	\$1.87
James M. Hoak, Jr.	3/22/2024	Purchase	5,000	\$1.85
Hoak Public Equities, L.P.	3/25/2024	Purchase	7,116	\$1.85
James M. Hoak, Jr.	3/25/2024	Purchase	9,474	\$1.87

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D dated March 26, 2024 (including amendments thereto) with respect to the Class A Common Stock of Noodles & Company. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: March 26, 2024

**Hoak Public Equities, L.P.**

By: Hoak Fund Management, L.P., its general partner

By: /s/ J. Hale Hoak  
J. Hale Hoak  
President

**Hoak Fund Management, L.P.**

By: Hoak & Co., its general partner

By: /s/ J. Hale Hoak  
J. Hale Hoak  
President

**Hoak & Co.**

By: /s/ J. Hale Hoak  
J. Hale Hoak  
President

**James M. Hoak, Jr.**

By: /s/ James M. Hoak, Jr  
James M. Hoak, Jr.

**J. Hale Hoak**

By: /s/ J. Hale Hoak  
J. Hale Hoak

**Zierk Family 2010 Irrevocable Trust**

By: /s/ J. Hale Hoak  
J. Hale Hoak, Trustee

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