

NOODLES & Co  
Form 4  
August 03, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PUBLIC SECTOR PENSION INVESTMENT BOARD**

(Last) (First) (Middle)

1250 RENE-LEVESQUE BLVD  
WEST,, SUITE 900

(Street)

MONTREAL, A8 H3B 4W8

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NOODLES & Co [NDLS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock            | 08/01/2016                           |  | J <sup>(1)</sup>               | 2,548<br><sup>(2)</sup>   | A <sup>(3)</sup> 6,744,760  | I  | See Footnotes <sup>(4)</sup> <sup>(5)</sup> |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|---------------|-----------|---------|-------|------------------|-----------------|-------|----------------------------|
|   | Director      | 10% Owner | Officer | Other |                  |                 |       |                            |
| PUBLIC SECTOR PENSION INVESTMENT BOARD<br>1250 RENE-LEVESQUE BLVD WEST,<br>SUITE 900<br>MONTREAL, A8 H3B 4W8                                      |               |           |         |       |                  |                 |       | X                          |
| Argentia Private Investments Inc.<br>C/O PUBLIC SECTOR PENSION INVESTMENT BD.<br>1250 RENE LEVESQUE BLVD. WEST, SUITE 900<br>MONTREAL, A8 H3B 4W8 |               |           |         |       |                  |                 |       | X                          |
| Dufresne Francois<br>C/O NOODLES & COMPANY<br>520 ZANG STREET, SUITE D<br>BROOMFIELD, CO 80021  | X             |           |         |       |                  |                 |       |                            |

## Signatures

/s/ Frederic Despars, Senior Vice President and Chief Legal Officer 08/03/2016  
\*\*Signature of Reporting Person Date

/s/ Guthrie Stewart, Senior Vice President, Global Head of Private Investment 08/03/2016  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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).
- This grant to Francois Dufresne is exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"),
- (1) pursuant to Rule 16b-3(d) of the Exchange Act, as the Restricted Stock Units ("RSUs") were granted pursuant to a plan approved by the board of directors of Noodles & Company (the "Company").
  - (2)

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Mr. Dufresne is legally obligated to direct the shares to Argentia Private Investments Inc., which constitute half of Mr. Dufresne's annual compensation for serving as a member of the Company's board of directors. Mr. Dufresne has no direct pecuniary interest in the shares. Each RSU represents the right to receive one share of the Company's Class A common stock, and the RSUs settled in shares of the Company's Class A common stock on the date of the grant.

- (3) Not applicable.
- (4) Shares are owned directly by Argentia Private Investments Inc., which is a wholly owned subsidiary of Public Sector Pension Investment Board ("PSPIB"). PSPIB is an indirect beneficial owner of the reported securities.
- (5) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

### **Remarks:**

Exhibit 99.1 - Joint Filer Information, filed herewith and incorporated by reference herein.

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

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