

NOODLES & Co  
Form 8-K  
May 17, 2018

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

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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, 2018

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

Delaware 001-35987 84-1303469  
(State or  
Other (Commission (I.R.S.  
Jurisdiction) File Number) Employer  
of  
Incorporation) Identification  
No.)

520 Zang  
Street, Suite D, 80021  
Broomfield, CO  
(Address of  
Principal (Zip Code)  
Executive  
Offices)

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))

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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.

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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, 2018. As of March 19, 2018, the record date for the Annual Meeting (the “Record Date”), we had 41,127,797 shares of common stock outstanding and entitled to vote, of which 39,605,699 were Class A common stock and 1,522,098 were Class B common stock. 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 election of four directors, François Dufresne, Jeffrey Jones, Drew Madsen and Andrew Taub, to our Board of Directors and voted in favor of the 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 four individuals were elected as Class II directors, each to serve for three years and until his successor has been elected and qualified, or until his earlier death, resignation or removal.

| Nominee           | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| François Dufresne | 32,009,590 | 1,858,599      | 3,958,357        |
| Jeffrey Jones     | 32,561,426 | 1,306,723      | 3,958,357        |
| Drew Madsen       | 33,510,908 | 357,241        | 3,958,357        |
| Andrew Taub       | 33,421,088 | 447,061        | 3,958,357        |

(2) The appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending January 1, 2019 was ratified.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 39,200,587 | 64,080        | 83,937      | —                |

SIGNATURES

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, 2018 By: /s/ DAVE BOENNIGHAUSEN  
Name: Dave Boennighausen  
Title: Chief Executive Officer