

PUBLIC SECTOR PENSION INVESTMENT BOARD
 Form 4
 May 29, 2018

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 1400

(Street)

MONTREAL, A8 H3B 5E9

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
05/24/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 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 Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Class A Common Stock	05/24/2018		C	1,522,098	A	<u>(D)</u>	8,281,849	I	See Footnotes (2) (3)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(4)	05/24/2018		C	1,522,098	(4)	(4)	Class A Common Stock	1,522,098

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PUBLIC SECTOR PENSION INVESTMENT BOARD
1250 RENE-LEVESQUE BLVD WEST
SUITE 1400
MONTREAL, A8 H3B 5E9

Argentia Private Investments Inc.
1250 RENE LEVESQUE BOULEVARD WEST
SUITE 1400
MONTREAL, A8 H3B 5E9

Signatures

/s/ Darren Baccus, Senior Vice President and Chief Legal Officer 05/29/2018

**Signature of Reporting Person Date

/s/ Martin Longchamps, Managing Director, Private Equity 05/29/2018

**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).
- (1) Not applicable.
- (2) 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.
- (3) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (4) The Class B Common Stock has no expiration date and is convertible at any time at the election of the holder on a share-for-share basis into Class A Common Stock.

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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