

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

____ Officer (give title below)

____ 10% Owner

____ 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)
Class A Common Stock	05/24/2018		C	1,522,098 A <u>1</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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(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
<u> **Signature of Reporting Person</u>	Date
/s/ Martin Longchamps, Managing Director, Private Equity	05/29/2018
<u> **Signature of Reporting Person</u>	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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