NOODLES & Co
Form 10-K
February 24, 2015
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 30, 2014
or
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission File Number: 001-35987

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

| | |
|---|---|
| Delaware | 84-1303469 |
| (State or other jurisdiction of incorporation or organization) | (IRS Employer Identification No.) |
| 520 Zang Street, Suite D Broomfield, CO | 80021 |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code: (720) 214-1900
Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---|---|
| Common stock, par value $0.01 per share | NASDAQ (Global Select Market) |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No x
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No x
Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes ¨ No
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or

information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.
x
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one):

| | | | |
|---|---|---|---|
| ¨ Large accelerated filer | x Accelerated filer | ¨ Non-accelerated filer (do not check if a smaller reporting company) | ¨ Smaller reporting company |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No x

The aggregate market value of the voting and non-voting common stock held by non-affiliates as of July 1, 2014, the last business day of the registrant's most recently completed second fiscal quarter, was $438.8 million. This amount was calculated based on the closing price of the common stock on July 1, 2014 on the NASDAQ Global Select Market. All executive officers and directors of the registrant have been deemed, solely for the purpose of the foregoing calculation, to be "affiliates" of the registrant.

As of February 19, 2015, there were 29,827,302 shares of the registrant’s common stock, par value of $0.01 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

None.

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# PART I

## ITEM 1. Business

### General

Noodles & Company is a high growth, fast casual restaurant concept offering lunch and dinner within a fast growing segment of the restaurant industry. We opened our first location in Denver, Colorado in 1995, offering noodle and pasta dishes, staples of many cuisines, with the goal of delivering fresh ingredients and flavors from around the world under one roof. Today, our globally inspired menu includes a wide variety of high quality, cooked-to-order dishes, including noodles and pasta, soups, salads, sandwiches and appetizers which are served on china by our friendly team members. We believe we offer our customers value with per person spend of $8.25 for the fiscal year ended December 30, 2014. We have 439 restaurants, comprised of 386 company-owned and 53 franchised locations, across 32 states and the District of Columbia, as of December 30, 2014.

We offer more than 25 globally inspired Asian, Mediterranean and American dishes together on a single menu. We believe we will continue to benefit from trends in consumer preferences, wider availability of international cuisines and increasingly adventurous consumer tastes. At many restaurants, people are limited to a particular ethnic cuisine or type of dish, such as a sandwich, burrito or burger. At Noodles & Company, we aim to eliminate the "veto vote" by satisfying the preferences of a wide range of customers, whether a mother with kids, a group of coworkers, an individual or a large party.

We believe we are the only national fast casual restaurant concept offering a menu with a wide variety of noodle and pasta dishes, soups, salads, sandwiches and appetizers inspired by global flavors. We believe our attributes—global flavors, variety and fast service—allow us to compete against multiple segments throughout the restaurant industry and provide us a larger addressable market for lunch and dinner than competitors who focus on a single cuisine. We believe we provide a pleasant dining experience by quickly delivering fresh food with friendly service at a price point we believe is attractive to our customers.

Noodles & Company is a Delaware corporation that was organized in 2002. Noodles & Company and its subsidiaries are sometimes referred to as "we," "us," "our," and the "Company" in this report.

### Our Concept and Business Strengths

Variety. We have purposefully chosen a range of healthy to indulgent dishes to satisfy carnivores and vegetarians. Our menu encourages customers to customize their meals to meet their tastes and nutritional preferences with our selection of 14 fresh vegetables and six proteins–beef, naturally raised pork, chicken, meatballs, shrimp and organic tofu. We believe our variety ensures that even the pickiest of eaters can find something to crave, which eliminates the "veto vote" and encourages people with different tastes to enjoy a meal together.

All of our dishes are cooked-to-order with fresh, high quality ingredients sourced from our carefully selected suppliers. Our commitment to the freshness of our ingredients is further demonstrated by our use of seasonal ingredients and healthy add-in options, such as organic tofu, and by the freshness of our ingredients. Our culinary team strives to develop new dishes and limited time offerings ("LTOs") to further reinforce our Your World Kitchen positioning and regularly provide our guests additional options. For example, in Fall of 2014 we introduced a Buffalo Chicken Mac & Cheese and Fig & Pig Flatbread to provide a hearty option as the country entered colder weather and to expand on our flatbread appetizer platform. This focus on culinary innovation, combined with our commitment to classic cooking methods, allows us to prepare and serve high quality food.

Value. The value we offer, the quality of our food and the welcoming ambiance of our restaurants create an overall customer experience that we believe is second-to-none. Our per person spend of approximately $8.25 for the twelve months ended December 30, 2014 is competitive not only within the fast casual segment, but also within the quick-service segment. We believe the speed of our service and the quality of our food contributes to a value proposition that enables us to take market share from casual dining restaurants. We deliver value by combining a family-friendly dining environment with the opportunity to enjoy many dishes containing ingredients like our award-winning slow-braised, naturally raised pork.

The Experience in Our Restaurants. We design each location individually, which we believe creates an inviting restaurant environment. We believe the ambiance is warm and welcoming, with muted lighting and colors, comfortable seating and our own custom music mix, which is intended to make our customers feel relaxed and at home. We also enhance the experience by featuring

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Coca-Cola Freestyle® machines in all our restaurants, offering our customers over 100 drink choices to complement their meal-again putting control in the customers' hands, so that they can create or match their drink to their meal.
We believe we deliver an exceptional overall dining experience. We think that our customers should expect not only great food from our restaurants, but also warm hospitality and attentive service. Whether you are a mother with kids or a businessperson with a laptop, you simply order your food, grab a drink and take a seat. We cook each dish to order in approximately five minutes and bring the food right to your table. Our customers may enjoy a relaxed meal or just eat and run.
Consistent with our culture of enhanced customer service, we seek to hire individuals who will deliver prompt, attentive service by engaging customers the moment they enter our restaurants. Our training philosophy empowers both our restaurant managers and team members to add a personal touch when serving our customers, such as coming out from behind the counter to explain our menu and guide customers to the right dish. Our restaurant managers are critical to our success, as we believe that their entrepreneurial spirit and outreach efforts build our brand in our communities. We call our cashiers "Noodle Ambassadors" to highlight their role in helping our customers explore our global menu.
After our customers order at the counter, their food is served on china and delivered to their table by our friendly team members. To further enhance our customers' dining experience, we check on them throughout their meal. We offer them drink refills, a glass of wine or dessert, so they do not have to leave their seats. No trash cans are visible to our customers in our restaurants: following the meal, our team quickly clears the table.

Restaurant Unit Growth

We believe we have significant growth potential because of our brand positioning, strong unit economics, financial results and broad customer appeal. We have more than doubled our restaurant base in the last six years to 439 locations in 32 states and the District of Columbia as of December 30, 2014, including the 49 company-owned restaurants and 10 franchise restaurants opened in 2014. We also purchased 19 restaurants from two franchisees during 2014. We believe we are at an early stage of nationwide expansion, and that we can grow to 2,500 restaurants over the next 15 to 20 years across the United States based on our scalable infrastructure, broad appeal and flexible and portable real estate model, but this growth rate is not guaranteed. Our restaurants are typically 2,600 to 2,700 square feet and are located in end-cap, inline or free-standing locations across a variety of urban and suburban markets. Our near-term growth strategy will involve opening units in mature markets and expanding into new markets.
Although we expect the majority of our expansion to continue to be from company-owned restaurants, we are strategically expanding our base of franchise restaurants. Our franchise program is a low-cost and high-return model that allows us to expand our footprint and build brand awareness in markets that we do not plan to enter in the short to medium term. As of December 30, 2014, we have 53 franchise units in 15 states operated by 11 franchisees. We look for experienced, well-capitalized franchise partners who are able to leverage their existing infrastructure and local knowledge in a manner that benefits both our franchisees and ourselves. As of December 30, 2014, a total of 10 area developers have signed development agreements providing for the opening of 175 restaurants in their respective territories.

Site Development and Expansion

We consider our site selection and development process critical to our long-term success. We use a combination of our own development team and outside real estate consultants to locate, evaluate and negotiate new sites using various criteria. In addition, because we offer a mix of dishes and a dining experience that differs from many other restaurant concepts, we believe our restaurants are highly sought after by real estate owners and developers. We often are made aware of opportunities early in their development process, allowing us to secure optimal locations.
In making site selection decisions, we also use several analytical tools designed to uncover the key site, demographic, business, retail, competitive and traffic characteristics that drive successful locations. These tools have been customized to leverage existing real estate information to project sales of a potential location and to assist in the development of local marketing plans.
Our ability to succeed in several different kinds of trade areas and real estate types has allowed us flexibility in our market development strategy. While we typically target end-cap or freestanding locations, we also have seen success

in inline locations. Moreover, we perform well in various market sizes, from smaller markets to suburbs to central business districts. This flexibility also allows us to manage risk in our development portfolio by balancing higher cost locations—typically seen in urban areas—with those that are lower cost—typically seen in smaller markets.

Once a location has been approved by our executive-level selection committee, we begin a design process to match the characteristics and feel of the location to the trade area. For example, in a trade area with a high percentage of families we will utilize additional booth seating in the dining room, and in an urban location we will typically alter our kitchen design to enhance throughput for the busy lunch hours.

Restaurant Management and Operations

Friendly People. We believe our genuine, nice people separate us from our competitors. We value the individuality of our team members, which we believe results in a management, operations and training philosophy distinct from that of our competitors. We make an effort to hire team members who share a passion for food, have a competitive spirit and will operate our restaurants in a way that is consistent with our high standards. We seek to hire individuals who will deliver prompt, attentive service by engaging customers the moment they enter our restaurants. We empower our team members to enrich the experience of our customers and directly address any concerns that may arise in a manner that contributes to the success of our business.

Restaurant Management and Employees. Each restaurant typically has a restaurant manager, an assistant manager and as many as 15 to 25 team members. We cross-train our employees in an effort to create a depth of competency in our critical restaurant functions. Consistent with our emphasis on customer interaction, we encourage our restaurant managers and team members to welcome and interact with customers throughout the day. To lead our restaurant management teams, we have area managers (each of whom is responsible for between five and 12 restaurants), as well as market directors (each of whom is responsible for between 50 and 80 restaurants).

Training and Career Development. We believe that our training efforts create a culture of continuous learning and professional growth that allows our team members to continue their career development with us. Within each restaurant, two to four team members are designated to lead the training efforts and ensure a consistent approach to team member development. We produce training materials that encourage individual contributions and participation from our team members, rather than providing rote, step-by-step scripts or rigid and extensively detailed policy manuals.

Food Preparation and Quality. Our teams use classic professional cooking methods, including hand-chopping, par boiling and sautéing many of our vegetables, in full kitchens resembling those of full service restaurants. All team members, including our restaurant managers, spend their first several days working solely with food and learning these techniques, and we spend a significant amount of time ensuring that each team member learns how to prepare and cook our food properly. Despite our more labor-intensive method of food preparation, we believe that we produce food with an efficiency that enables us to compete effectively.

The majority of our restaurants have exhibition-style kitchens. This design demonstrates our commitment to cooking fresh food in an accessible manner. We provide each customer with individual attention and make every effort to respond to customer suggestions and concerns in a personal and hospitable way.

We have designed our food safety and quality assurance programs to maintain high standards for our food and food preparation procedures. Our quality assurance manager oversees comprehensive restaurant and supplier audits based upon the potential food safety risk of each food. We also consider food safety and quality assurance when selecting our distributors and suppliers. Our suppliers are inspected by federal, state and local regulators or other reputable, qualified inspection services, which helps ensure their compliance with all federal food safety and quality guidelines. We regularly inspect our suppliers to ensure that the ingredients we buy conform to our quality standards and that the prices we pay are competitive. We also rely on our own recipes, specifications and protocols to ensure that our food is consistently the best quality possible when served, including a physical examination of ingredients when they arrive at our restaurants. We train our employees to pay detailed attention to food quality at every stage of the food preparation cycle and have developed a daily checklist that our employees use to assess the freshness and quality of food supplies. Finally, we encourage our customers to provide feedback regarding our food quality so that we can identify and resolve problems or concerns as quickly as possible.

Restaurant Marketing

Our marketing efforts seek to increase sales through a variety of channels and initiatives. Community-based restaurant marketing, as well as online, social and other media tools, highlight our competitive strengths, including our varied and healthy menu offerings and the value we offer our customers.

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- Local Relationship Marketing. We differentiate our business through an innovative, community-based approach to building brand awareness and customer loyalty. We use a wide range of local marketing initiatives to increase the frequency of and occasions for visits, and to encourage people to get to know us better, try our food and bring their friends. We empower our local restaurant managers to selectively organize events to bring new customers into our restaurants. For example, our team members will invite a customer to bring a group of his or her friends in for a "tasting," an exclusive menu tasting at their local Noodles location.
- Our Menu Offerings. We focus some of our marketing efforts on new menu offerings to broaden our appeal to our customers. We offer LTOs and featured items like the Buffalo Chicken Mac & Cheese, a twist on our core Wisconsin Mac & Cheese, which include ingredients and flavors that maintain customer interest. We promote these items through a variety of formats including market-wide public relations events, social media marketing, radio promotions, tastings and email blasts to our e-club. In addition to increasing brand awareness, these promotions also encourage prompt consumer action, resulting in more immediate increases in our customer traffic.
- Creating New Meal Occasions. We also focus on ways Noodles & Company can serve customers at different times and in new places. For example, customers who want to feed a large group can enjoy our Square Bowls, which are family-style take-out offerings of our noodles, pastas and salads that generally feed up to four people. We market this new offering in a variety of ways, including in-restaurant posters, as well as email Noodlegrams, Facebook posts and other communications outside our restaurants. During 2014 we also introduced a catering offering, which accommodates groups of twenty or more guests.
- Making Noodles & Company Easier to Use. Some of our marketing efforts focus on making our restaurants easier to use. We seek to deliver superior customer service at every opportunity, generating consumer awareness of menu offerings with in-restaurant communications by providing displays of our menu offerings and beer and wine selection visible upon entry, chalkboards featuring new menu offerings and fresh ingredients and table top cards that highlight healthy food offerings. By providing multiple points of access to our wide variety of menu offerings, we seek to optimize our customers' in-restaurant experience in order to increase the frequency of our customers' visits. Our efforts also make use of tools like online ordering.
- Online, Social and Other Media Tools. We rely on our website, www.noodles.com, to promote our business and increase brand awareness. The information on or available through our website is not, and should not be considered, a part of this report. Our customers are encouraged to sign up to receive email communication or Noodlegrams, updating them on new menu offerings, LTOs and promotional opportunities. As of December 30, 2014, more than 1,100,000 of our customers have signed up to receive Noodlegrams. We also communicate with our customers using social media, such as our Facebook and Instagram pages, our YouTube channel and our Twitter feed. Our media tools also include placements in local, regional and national print media.

## Suppliers

Maintaining a high degree of quality in our restaurants depends in part on our ability to acquire fresh ingredients and other necessary supplies that meet our specifications from reliable suppliers. We carefully select suppliers based on quality and their understanding of our brand, and we seek to develop mutually beneficial long-term relationships with them. We work closely with our suppliers and use a mix of forward, fixed and formula pricing protocols. We have tried to increase, in some cases, the number of suppliers for our ingredients, which we believe can help mitigate pricing volatility, and we monitor industry news, trade issues, weather, crises and other world events that may affect supply prices.

## Seasonality

Seasonal factors and the timing of holidays cause our revenue to fluctuate from quarter to quarter. Our revenue per restaurant is typically lower in the first and fourth quarters due to reduced winter and holiday traffic and higher in the second and third quarters.

## Competition

We face competition from the casual dining, quick-service and fast casual segments of the restaurant industry. These segments are highly competitive with respect to taste, price, food quality and presentation, service, location and the ambience and condition of each restaurant, among other things. Our competition includes a variety of locally owned restaurants and national and regional

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chains who offer dine-in, carry-out and delivery services. Many of our competitors have existed longer and have a more established market presence with substantially greater financial, marketing, personnel and other resources than we have. Among our competitors are a number of multi-unit, multi-market fast casual restaurant concepts, some of which are expanding nationally. As we expand, we will face competition from these concepts and new competitors that strive to compete with our market segments.

We believe we are the only national fast casual restaurant concept offering a menu with a wide variety of noodle and pasta dishes, soups, salads and sandwiches inspired by global flavors. We believe our attributes—global flavors, variety and fast service—allow us to compete against multiple segments throughout the restaurant industry and provide us a larger addressable market for lunch and dinner than competitors who focus on a single cuisine. We believe we provide a pleasant dining experience by quickly delivering fresh food with friendly service at a price point we believe is attractive to our customer.

Franchising

We had 11 franchisees who operated 53 franchise restaurants in 15 states as of December 30, 2014. A total of 10 area developers have signed area development agreements providing for the opening of 175 additional restaurants in their respective territories as of December 30, 2014. We expect to continue to offer development rights in markets where we do not intend to build company-owned restaurants. We may offer such rights to larger developers who commit to open 10 or more units, or to smaller developers who may commit to open significantly fewer restaurants. We do not currently intend to offer single-unit franchises. We believe the strength and attractiveness of our brand and unit growth opportunities in attractive undeveloped markets will attract experienced and well-capitalized area developers.

Intellectual Property and Trademarks

We own a number of trademarks and service marks registered or pending with the U.S. Patent and Trademark Office ("PTO"). We have registered the following marks with the PTO: Noodles & Company, the Noodles & Company logo, Your World Kitchen, Square Bowl, Noodlegram, Crave Card and Wisconsin Mac & Cheese. We also have certain trademarks registered or pending in certain foreign countries. In addition, we have registered the Internet domain name www.noodles.com. The information on, or that can be accessed through, our website is not part of this report. We believe that our trademarks, service marks and other intellectual property rights have significant value and are important to the marketing of our brand, and it is our policy to protect and defend vigorously our rights to such intellectual property.

Governmental Regulation and Environmental Matters

We are subject to extensive and varied federal, state and local government regulation, including regulations relating to public and occupational health and safety, sanitation and fire prevention. We operate each of our restaurants in accordance with standards and procedures designed to comply with applicable codes and regulations. However, an inability to obtain or retain health department or other licenses would adversely affect our operations. Although we have not experienced, and do not anticipate, any significant difficulties, delays or failures in obtaining required licenses, permits or approvals, any such problem could delay or prevent the opening of, or adversely impact the viability of, a particular restaurant or group of restaurants.

In addition, in order to develop and construct restaurants, we need to comply with applicable zoning, land use and environmental regulations. Federal and state environmental regulations have not had a material effect on our operations to date, but more stringent and varied requirements of local governmental bodies with respect to zoning, land use and environmental factors could delay or even prevent construction and increase development costs for new restaurants. We are also required to comply with the accessibility standards mandated by the U.S. Americans with Disabilities Act, which generally prohibits discrimination in accommodation or employment based on disability. We may in the future have to modify restaurants, for example by adding access ramps or redesigning certain architectural fixtures, to provide service to or make reasonable accommodations for disabled persons. While these expenses could be material, our current expectation is that any such actions will not require us to expend substantial funds.

A small amount of our revenues is attributable to the sale of alcoholic beverages. Alcoholic beverage control regulations require each of our restaurants to apply to a state authority and, in certain locations, county or municipal authorities for a license that must be renewed annually and may be revoked or suspended for cause at any time. Alcoholic beverage control regulations relate to numerous aspects of daily operations of our restaurants, including minimum age of patrons and employees, hours of operation, advertising, trade practices, wholesale purchasing, other relationships with alcohol manufacturers, wholesalers and distributors, inventory control and handling, storage and dispensing of alcoholic beverages. We are also subject in certain states to "dram shop" statutes, which generally provide a person injured by an intoxicated person the right to recover damages from an establishment that

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wrongfully served alcoholic beverages to the intoxicated person. We carry liquor liability coverage as part of our existing comprehensive general liability insurance. A small number of our restaurants do not have liquor licenses, typically because of the cost of a liquor license in jurisdictions having liquor license quotas.

In addition, we are subject to the U.S. Fair Labor Standards Act, the U.S. Immigration Reform and Control Act of 1986, the Occupational Safety and Health Act and various other federal and state laws governing similar matters including minimum wages, overtime, workplace safety and other working conditions. We are also subject to various laws and regulations relating to our current and any future franchise operations.

We are subject to federal, state and local environmental laws and regulations concerning waste disposal, pollution, protection of the environment, and the presence, discharge, storage, handling, release and disposal of, or exposure to, hazardous or toxic substances ("environmental laws"). These environmental laws can provide for significant fines and penalties for non-compliance and liabilities for remediation, sometimes without regard to whether the owner or operator of the property knew of, or was responsible for, the release or presence of the hazardous or toxic substances. Third parties may also make claims against owners or operators of properties for personal injuries and property damage associated with releases of, or actual or alleged exposure to, such substances. We are not aware of any environmental laws that will materially affect our earnings or competitive position, or result in material capital expenditures relating to our restaurants. However, we cannot predict what environmental laws will be enacted in the future, how existing or future environmental laws will be administered, interpreted or enforced, or the amount of future expenditures that we may need to make to comply with, or to satisfy claims relating to, environmental laws. It is possible that we will become subject to environmental liabilities at our properties, and any such liabilities could materially affect our business, financial condition or results of operations.

Management Information Systems

All of our restaurants use computerized management information systems, which we believe are scalable to support our future growth plans. We use point-of-sale computers designed specifically for the restaurant industry. The system provides a touch screen interface, a graphical order confirmation display and integrated, high-speed credit card and gift card processing. The point-of-sale system is used to collect daily transaction data, which generates information about daily sales, product mix and average check that we actively analyze. All products sold and prices at our company-owned restaurants are programmed into the system from our central support office.

Our in-restaurant back office computer system is designed to assist in the management of our restaurants and provide labor and food cost management tools. These tools provide corporate and restaurant operations management quick access to detailed business data and reduces restaurant managers’ administrative time. The system provides our restaurant managers the ability to submit orders electronically with our distribution network. The system also supplies sales, bank deposit and variance data to our accounting department on a daily basis. We use this data to generate daily sales information and weekly consolidated reports regarding sales and other key measures, as well as preliminary weekly detailed profit and loss statements for each location with final reports following the end of each period. Franchisees use similar point of sale systems and are required to report sales on a daily basis through an on-line reporting network and submit their restaurant-level financial statements on a quarterly or annual basis.

Employees

As of December 30, 2014, we had approximately 9,500 employees, including approximately 900 salaried employees and approximately 8,600 hourly employees. None of our employees are unionized or covered by a collective bargaining agreement, and we consider our current employee relations to be good.

Available Information

We maintain a website at www.noodles.com, including an investor relations section at investor.noodles.com, on which we routinely post important information, such as webcasts of quarterly earnings calls, and any related materials. You may access our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, as well as other reports relating to us that are filed with or furnished to the SEC, free of charge in the investor relations section of our website as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. The public may also read and copy materials we file with the SEC at the SEC’s Public Reference Room, which is located at 100 F Street, NE, Room 1580, Washington, DC 20549. You can obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also

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maintains a website that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at www.sec.gov.
The contents of the websites mentioned above are not incorporated into and should not be considered a part of this report. The references to the URLs for these websites are intended to be inactive textual references only.

Executive Officers of the Registrant

| Name | Age(1) | Position |
|---|---|---|
| Kevin Reddy | 56 | Chairman and Chief Executive Officer |
| Keith Kinsey | 60 | President, Chief Operating Officer and Director |
| Dave Boennighausen | 37 | Chief Financial Officer |
| Dan Fogarty | 53 | Executive Vice President of Marketing |
| Phil Petrilli | 45 | Executive Vice President of Operations |
| Paul Strasen | 58 | Executive Vice President, General Counsel and Secretary |
| Kathy Lockhart | 50 | Vice President and Controller |

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(1) As of February 23, 2015

Kevin Reddy has served as our Chief Executive Officer since April 2006. He became a member of our board of directors in May 2006, and Chairman of the Board in May 2008. Mr. Reddy was our President and Chief Operating Officer from April 2005 to April 2006, continuing to serve as our President until July 2012. Prior to joining us, he was the Chief Operating Officer, Chief Operations Officer and Restaurant Support Officer for Chipotle Mexican Grill. Mr. Reddy began his professional career with McDonald’s Corporation in 1983 as a regional controller and progressed into positions of escalating responsibility. Mr. Reddy has received a number of awards in connection with his role as our Chief Executive Officer, including being named "Entrepreneur of the Year" by Restaurant Business Magazine in 2009 and was most recently included on the Nation's Restaurant News 2014 Builders List, created to feature people who are taking restaurant brands to the next level. He currently serves on the executive advisory board to the Daniels School of Business at the University of Denver. He received a BS in Accounting from Duquesne University.

Keith Kinsey has served as our President since July 2012 and our Chief Operating Officer since November 2007. Mr. Kinsey also served as our Chief Financial Officer from July 2005 to July 2012. He became a member of our board of directors in November 2008. Prior to joining us, he was the Pacific Regional Director for Chipotle Mexican Grill. Prior to that time, he held various management roles at McDonald’s Corporation, PepsiCo Restaurant Group and Checkers Drive-In Restaurants. He received a BS in Accounting from the University of Illinois.

Dave Boennighausen has served as our Chief Financial Officer since July 2012. Mr. Boennighausen has been with the Company since 2004, and served as our Vice President of Finance from October 2007 to March 2011, and as our Executive Vice President of Finance from April 2011 to June 2012. He began his career with May Department Stores. He received a BS in Finance and Marketing from Truman State University and holds an MBA from the Stanford Graduate School of Business.

Dan Fogarty has served as our Executive Vice President of Marketing since October 2010. Mr. Fogarty has been with the Company since 2009, serving as Vice President of Marketing from June 2009 to October 2010. Prior to joining us, Mr. Fogarty was Vice President of Marketing for The Pump Energy Food from May 2008 until May 2009. Prior to that time, he worked at Potbelly Sandwich Works and Chipotle Mexican Grill. Mr. Fogarty began his career working for a number of advertising agencies and had his own brand consulting firm for five years. He received a BA in Journalism and Advertising from the University of Kansas.

Phil Petrilli has served as our Executive Vice President of Operations since May 2012. Prior to joining us, he worked for Chipotle Mexican Grill in multiple operations positions from June 1999 to May 2012, most recently as Regional Director-Northeast Region from 2008 to 2012, where he led a region of 268 restaurants. He received a degree in Industrial Psychology from the University of Illinois-Chicago.

Paul Strasen has served as our Executive Vice President, Secretary and General Counsel since January 2008. Prior to joining our company, Mr. Strasen was the Vice President, General Counsel and Secretary of Houlihan’s Restaurants, Inc. and served as the General Counsel of Einstein/Noah Bagel Corp. He began his career at Bell Boyd & Lloyd, now part of K & L Gates. Mr. Strasen

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received a BA in Humanities and Political Science from Valparaiso University and received a JD from The University of Chicago Law School.

Kathy Lockhart has served as our Vice President and Controller since August 2006. Prior to joining us, Ms. Lockhart served as the Vice President and Controller of several public and private restaurant and retail companies, including Einstein/Noah Bagel Corp., Boston Market, VICORP (parent company of Village Inn and Bakers Square restaurants) and Ultimate Electronics. She received a BA in Business Administration and Political Science from Western State College, and is a Certified Public Accountant and a member of the American Institute of Certified Public Accountants.

ITEM 1A. Risk Factors

Special Note Regarding Forward-Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, including but not limited to the risks and uncertainties discussed under Item 1A. "Risk Factors," Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Item 1. "Business." In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "design," "estimate," "predict," "potential," "plan" or the negative of these terms, and similar expressions intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. We discuss these risks, uncertainties and other factors in greater detail below. These statements reflect our current views with respect to future events and are based on currently available operating, financial and competitive information. Unless required by United States federal securities laws, we do not intend to update any of these forward-looking statements to reflect circumstances or events that occur after the statement is made.

Risks Related to Our Business and Industry

Our sales growth rate depends primarily on our ability to open new restaurants and is subject to many unpredictable factors.

One of the key means of achieving our growth strategy will be through opening new restaurants and operating those restaurants on a profitable basis. We expect this to be the case for the foreseeable future. In 2014, we opened 49 company-owned restaurants, and 10 franchise restaurants, and we expect 12% to 14% system-wide unit growth in 2015. We may not be able to open new restaurants as quickly as planned. In the past, we have experienced delays in opening some restaurants and that could happen again. Delays or failures in opening new restaurants could materially and adversely affect our growth strategy and our expected results. As we operate more restaurants, our rate of expansion relative to the size of our restaurant base will eventually decline.

In addition, one of our biggest challenges is locating and securing an adequate supply of suitable new restaurant sites in our target markets. Competition for those sites is intense, and other restaurant and retail concepts that compete for those sites may have unit economic models that permit them to bid more aggressively for those sites than we can. There is no guarantee that a sufficient number of suitable sites will be available in desirable areas or on terms that are acceptable to us in order to achieve our growth plan. Our ability to open new restaurants also depends on other factors, including:

- negotiating leases with acceptable terms;
- identifying, hiring and training qualified employees in each local market;
- timely delivery of leased premises to use from our landlords and punctual commencement of our build-out construction activities;
- managing construction and development costs of new restaurants, particularly in competitive markets;
- avoiding the impact of inclement weather, natural disasters and other calamities;
- obtaining construction materials and labor at acceptable costs, particularly in urban markets;

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- securing required governmental approvals, permits and licenses (including construction and other permits) in a timely manner and responding effectively to any changes in local, state or federal laws and regulations that adversely affect our costs or ability to open new restaurants; and
- accessing sufficient capital, which is expected to come from cash flow from operations and third party funding.

Our progress in opening new restaurants from quarter to quarter may occur at an uneven rate. If we do not open new restaurants in the future according to our current plans, the delay could materially adversely affect our business, financial condition or results of operations.

Our long-term success is highly dependent on our ability to effectively identify and secure appropriate sites for new restaurants.

We intend to develop new restaurants in our existing markets, expand our footprint into adjacent markets and selectively enter into new markets. In order to build new restaurants, we must first identify target markets where we can enter or expand our footprint, taking into account numerous factors, including the location of our current restaurants, local economic trends, population density, area demographics and geography. Then we must locate and secure appropriate sites, which is one of our biggest challenges. There are numerous factors involved in identifying and securing an appropriate site, including:

- identification and availability of locations with the appropriate size, traffic patterns, local retail and business attractions and infrastructure that will drive high levels of customer traffic and sales per unit;
- competition in new markets, including competition for restaurant sites;
- financial conditions affecting developers and potential landlords, such as the effects of macro-economic conditions and the credit market, which could lead to these parties delaying or canceling development projects (or renovations of existing projects), in turn reducing the number of appropriate locations available;
- developers and potential landlords obtaining licenses or permits for development projects on a timely basis;
- proximity of potential development sites to an existing location;
- anticipated commercial, residential and infrastructure development near our new restaurants; and
- availability of acceptable lease arrangements.

We may not be able to successfully develop critical market presence for our brand in new geographical markets, as we may be unable to find and secure attractive locations, build name recognition or attract new customers. If we are unable to fully implement our development plan, our business, financial condition or results of operations could be materially adversely affected.

Our expansion into new markets may present increased risks.

We plan to open restaurants in markets where we have little or no operating experience. Restaurants we open in new markets may take longer to reach expected sales and profit levels on a consistent basis and may have higher construction, occupancy or operating costs than restaurants we open in existing markets, thereby affecting our overall profitability. New markets may have competitive conditions, consumer tastes and discretionary spending patterns that are more difficult to predict or satisfy than our existing markets. We may need to make greater investments than we originally planned in advertising and promotional activity in new markets to build brand awareness. We may find it more difficult in new markets to hire, motivate and keep qualified employees who share our vision, passion and business culture. We may not be able to successfully develop critical market presence for our brand in new geographical markets, as we may be unable to find and secure attractive locations, build name recognition or attract new customers. We may also incur higher costs from entering new markets, if, for example, we assign area managers to manage comparatively fewer restaurants than we assign in more developed markets. As a result, these new restaurants may be less successful or may achieve target average unit volumes ("AUVs") at a slower rate. If we do not successfully execute our plans to enter new markets, our business, financial condition or results of operations could be materially adversely affected.

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New restaurants, once opened, may not be profitable, and the increases in average restaurant sales and comparable restaurant sales that we have experienced in the past may not be indicative of future results.

Our new restaurants typically open with above–average volumes, which then decline after the initial sales surge that comes with interest in a restaurant's grand opening. Recent openings have stabilized in sales after approximately 32 to 36 weeks of operation, at which time the restaurant's sales typically begin to grow on a consistent basis. In new markets, the length of time before average sales for new restaurants stabilize is less predictable and can be longer as a result of our limited knowledge of these markets and consumers' limited awareness of our brand. New restaurants may not be profitable and their sales performance may not follow historical patterns. In addition, our average restaurant sales and comparable restaurant sales may not increase at the rates achieved over the past several years. Our ability to operate new restaurants profitably and increase average restaurant sales and comparable restaurant sales will depend on many factors, some of which are beyond our control, including:

- consumer awareness and understanding of our brand;
- general economic conditions, which can affect restaurant traffic, local labor costs and prices we pay for the food products and other supplies we use;
- changes in consumer preferences and discretionary spending;
- competition, either from our competitors in the restaurant industry or our own restaurants;
- temporary and permanent site characteristics of new restaurants; and
- changes in government regulation.

If our new restaurants do not perform as planned, our business and future prospects could be harmed. In addition, if we are unable to achieve our expected average restaurant sales, our business, financial condition or results of operations could be adversely affected.

Our sales and profit growth could be adversely affected if comparable restaurant sales are less than we expect.

The level of comparable restaurant sales, which represent the change in year-over-year sales for restaurants open for at least 18 full periods, will affect our sales growth and will continue to be a critical factor affecting profit growth because the profit margin on comparable restaurant sales is generally higher than the profit margin on new restaurant sales. Our ability to increase comparable restaurant sales depends in part on our ability to successfully implement our initiatives to build sales. It is possible such initiatives will not be successful, that we will not achieve our target comparable restaurant sales growth or that the change in comparable restaurant sales could be negative, which may cause a decrease in sales and profit growth that would materially adversely affect our business, financial condition or results of operations.

We have implemented strategies such as catering options in an effort to increase overall sales. Our catering program, in particular, is in an early phase and may not increase our sales to the degree we expect. Catering also introduces new operating procedures to our restaurants and we may not successfully execute these procedures, which could adversely impact the customer experience in our restaurants and thereby harm our sales and customer perception of our brand.

Adverse weather conditions could affect our sales.

Adverse weather conditions, such as regional winter storms, floods and hurricanes, could affect our sales at restaurants in locations that experience these weather conditions, which could materially adversely affect our business, financial condition or results of operations. It is possible that weather conditions may impact our business more than other businesses in our industry because of the significant concentration of our restaurants in the Upper Midwest, Rocky Mountain and Mid-Atlantic states.

Our failure to manage our growth effectively could harm our business and operating results.

Our growth plan includes opening a significant number of new restaurants. Our existing restaurant management systems, financial and management controls and information systems may be inadequate to support our planned expansion. Managing our growth effectively will require us to continue to enhance these systems, procedures and controls and to hire, train and retain managers and

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team members. We may not respond quickly enough to the changing demands that our expansion will impose on our management, restaurant teams and existing infrastructure which could harm our business, financial condition or results of operations.

We believe our culture—from the restaurant level up through management—is an important contributor to our success. As we grow, however, we may have difficulty maintaining our culture or adapting it sufficiently to meet the needs of our operations. Among other important factors, our culture depends on our ability to attract, retain and motivate employees who share our enthusiasm and dedication to our concept. Our business, financial condition or results of operations could be materially adversely affected if we do not maintain our infrastructure and culture as we grow.

The planned rapid increase in the number of our restaurants may make our future results unpredictable.

In 2014, we opened 49 company-owned restaurants and 10 franchise restaurants, and in 2015 we expect 12% to 14% system-wide unit growth. Our growth strategy and the substantial investment associated with the development of each new restaurant may cause our operating results to fluctuate and be unpredictable or adversely affect our profits. Our future results depend on various factors, including successful selection of new markets and restaurant locations, local market acceptance of our restaurants, consumer recognition of the quality of our food and willingness to pay our prices, the quality of our operations and general economic conditions. In addition, as has happened when other restaurant concepts have tried to expand, we may find that our concept has limited appeal in new markets or we may experience a decline in the popularity of our concept in the markets in which we operate. Newly opened restaurants or our future markets and restaurants may not be successful or our system-wide average restaurant sales may not increase at historical rates, which could materially adversely affect our business, financial condition or results of operations.

Opening new restaurants in existing markets may negatively affect sales at our existing restaurants.

The consumer target area of our restaurants varies by location, depending on a number of factors, including population density, other local retail and business attractions, area demographics and geography. As a result, the opening of a new restaurant in or near markets in which we already have restaurants could adversely affect the sales of these existing restaurants. Existing restaurants could also make it more difficult to build our consumer base for a new restaurant in the same market. Our core business strategy does not entail opening new restaurants that we believe will materially affect sales at our existing restaurants, but we may selectively open new restaurants in and around areas of existing restaurants that are operating at or near capacity to effectively serve our customers. Sales cannibalization between our restaurants may become significant in the future as we continue to expand our operations and could affect our sales growth, which could, in turn, materially adversely affect our business, financial condition or results of operations.

Competition from other restaurant companies could adversely affect us.

We face competition from the casual dining, quick-service and fast casual segments of the restaurant industry. These segments are highly competitive with respect to taste, price, food quality and presentation, service, location and the ambience and condition of each restaurant, among other things. Our competition includes a variety of locally owned restaurants and national and regional chains who offer dine-in, carry-out and delivery services. Many of our competitors have existed longer and have a more established market presence with substantially greater financial, marketing, personnel and other resources than we have. Among our competitors are a number of multi-unit, multi-market fast casual restaurant concepts, some of which are expanding nationally. As we expand, we will face competition from these concepts and new competitors that strive to compete with our market segments. For example, additional competitive pressures come from the deli sections and in-store cafés of grocery store chains, as well as from convenience stores and online meal preparation sites. These competitors may have, among other things, lower operating costs, better locations, better facilities, better management, more effective marketing and more efficient operations.

Several of our competitors compete by offering menu items that are specifically identified as low in carbohydrates, gluten-free or healthier for consumers. In addition, many of our competitors emphasize lower-cost value options or meal packages or have loyalty programs, strategies we do not currently pursue. Any of these competitive factors may materially adversely affect our business, financial condition or results of operations.

Negative publicity relating to one of our restaurants, including our franchised restaurants, could reduce sales at some or all of our other restaurants.

Our success is dependent in part upon our ability to maintain and enhance the value of our brand, consumers' connection to our brand and positive relationships with our franchisees. We may, from time to time, be faced with negative publicity relating to food quality, restaurant facilities, customer complaints or litigation alleging illness or injury, health inspection scores, integrity of our or our suppliers' food processing, employee relationships or other matters, regardless of whether the allegations are valid or whether we are held to be responsible. The negative impact of adverse publicity relating to one restaurant may extend far beyond the restaurant or franchise involved to affect some or all of our other restaurants. The risk of negative publicity is particularly great with respect to our franchised restaurants because we are limited in the manner in which we can regulate them, especially on a real-time basis. The considerable expansion in the use of social media over recent years can further amplify any negative publicity that could be generated by such incidents. A similar risk exists with respect to unrelated food service businesses, if consumers associate those businesses with our own operations.

Additionally, employee claims against us based on, among other things, wage and hour violations, discrimination, harassment or wrongful termination may also create negative publicity that could adversely affect us and divert our financial and management resources that would otherwise be used to benefit the future performance of our operations. A significant increase in the number of these claims or an increase in the number of successful claims could materially adversely affect our business, financial condition or results of operations. Consumer demand for our products and our brand's value could diminish significantly if any such incidents or other matters create negative publicity or otherwise erode consumer confidence in us or our products, which would likely result in lower sales and could materially adversely affect our business, financial condition or results of operations.

Governmental regulation may adversely affect our ability to open new restaurants or otherwise adversely affect our business, financial condition or results of operations.

We are subject to various federal, state and local regulations, including those relating to building and zoning requirements and those relating to the preparation and sale of food. Our restaurants are also subject to state and local licensing and regulation by health, alcoholic beverage, sanitation, food and occupational safety and other agencies. We may experience material difficulties or failures in obtaining the necessary licenses, approvals or permits for our restaurants, which could delay planned restaurant openings or affect the operations at our existing restaurants. In addition, stringent and varied requirements of local regulators with respect to zoning, land use and environmental factors could delay or prevent development of new restaurants in particular locations.

We are subject to the U.S. Americans with Disabilities Act ("ADA") and similar state laws that give civil rights protections to individuals with disabilities in the context of employment, public accommodations and other areas, including our restaurants. We may in the future have to modify restaurants, for example, by adding access ramps or redesigning certain architectural fixtures, to provide service to or make reasonable accommodations for disabled persons. The expenses associated with these modifications could be material.

Our operations are also subject to the U.S. Occupational Safety and Health Act, which governs worker health and safety, the U.S. Fair Labor Standards Act, which governs such matters as minimum wages and overtime, and a variety of similar federal, state and local laws that govern these and other employment law matters. In addition, federal, state and local proposals related to paid sick leave or similar matters could, if implemented, materially adversely affect our business, financial condition or results of operations.

Food safety and foodborne illness concerns could have an adverse effect on our business.

We cannot guarantee that our internal controls and training will be fully effective in preventing all food safety issues at our restaurants, including any occurrences of foodborne illnesses such as salmonella, E. coli and Hepatitis A. Further, we may be at a higher risk for food-borne illness outbreaks than some competitors due to our use of fresh ingredients rather than frozen, and our reliance on employees cooking with traditional methods rather than automation. The risk of illnesses associated with our food might also increase in connection with the expansion of our catering business or other situations in which our food is served in conditions that we cannot control. In addition, there is no guarantee that our franchise locations will maintain the high levels of internal controls and training we require at our company-owned restaurants. Furthermore, we and our franchisees rely on third-party vendors, making it difficult to monitor food safety compliance and increasing the risk that foodborne illness would affect multiple locations rather than a single restaurant. Some foodborne illness incidents could be caused by third-party vendors and transporters outside of our control. New illnesses resistant to our current precautions may develop in the future, or diseases with long incubation periods could arise, that could give rise to claims or allegations on a retroactive basis. One or more instances of foodborne illness in any of our restaurants or markets or related to food products we sell could negatively affect our restaurant sales nationwide if highly publicized on national media outlets or through social media. This risk exists even if it were later determined that the illness was wrongly attributed to us or one of our restaurants. A number of other restaurant chains have experienced incidents related to foodborne illnesses that have had a material adverse effect on their operations. The occurrence of a similar incident at one or more of our restaurants, or negative publicity or public speculation about an incident, could materially adversely affect our business, financial condition or results of operations.

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Compliance with environmental laws may negatively affect our business.

We are subject to federal, state and local laws and regulations concerning waste disposal, pollution, protection of the environment, and the presence, discharge, storage, handling, release and disposal of, and exposure to, hazardous or toxic substances. These environmental laws provide for significant fines and penalties for noncompliance and liabilities for remediation, sometimes without regard to whether the owner or operator of the property knew of, or was responsible for, the release or presence of hazardous toxic substances. Third parties may also make claims against owners or operators of properties for personal injuries and property damage associated with releases of, or actual or alleged exposure to, such hazardous or toxic substances at, on or from our restaurants. Environmental conditions relating to releases of hazardous substances at prior, existing or future restaurant sites could materially adversely affect our business, financial condition or results of operations. Further, environmental laws, and the administration, interpretation and enforcement thereof, are subject to change and may become more stringent in the future, each of which could materially adversely affect our business, financial condition or results of operations.

We rely heavily on certain vendors, suppliers and distributors, which could adversely affect our business.

Our ability to maintain consistent price and quality throughout our restaurants depends in part upon our ability to acquire specified food products and supplies in sufficient quantities from third-party vendors, suppliers and distributors at a reasonable cost. We do not control the businesses of our vendors, suppliers and distributors and our efforts to specify and monitor the standards under which they perform may not be successful. Furthermore, certain food items are perishable, and we have limited control over whether these items will be delivered to us in appropriate condition for use in our restaurants. If any of our vendors or other suppliers are unable to fulfill their obligations to our standards, or if we are unable to find replacement providers in the event of a supply or service disruption, we could encounter supply shortages and incur higher costs to secure adequate supplies, which could materially adversely affect our business, financial condition or results of operations.

In addition, we use various third-party vendors to provide, support and maintain most of our management information systems. We also outsource certain accounting, payroll and human resource functions to business process service providers. The failure of such vendors to fulfill their obligations could disrupt our operations. Additionally, any changes we may make to the services we obtain from our vendors, or new vendors we employ, may disrupt our operations. These disruptions could materially adversely affect our business, financial condition or results of operations.

The effect of changes to healthcare laws in the United States may increase the number of employees who choose to participate in our healthcare plans, which may significantly increase our healthcare costs and negatively impact our financial results.

In 2010, the Patient Protection and Affordable Care Act of 2010 (the "PPCA") was signed into law in the United States to require health care coverage for many uninsured individuals and expand coverage to those already insured. We currently offer and subsidize comprehensive healthcare coverage, primarily for our salaried employees. The healthcare reform law will require us, beginning in July 2015, to offer healthcare benefits to all full-time employees (including full-time hourly employees) that meet certain minimum requirements of coverage and affordability, or face penalties. We expect to offer healthcare benefits to all of our full-time employees beginning in July 2015 and to incur additional expense related to such benefits. It is likely that such benefits will not satisfy the "affordability" requirement of PPCA in all cases, and that we will incur penalties under PPCA as a consequence. Because the calculation of such penalties will depend in part on reporting of employee purchases of health benefits from public exchanges established under the PPCA, and such reporting may lag significantly behind the actual purchases, it may be difficult to estimate such penalties as they are incurred. The healthcare reform law also requires individuals to obtain coverage or face individual penalties, so employees who are currently eligible but elect not to participate in our healthcare plans may find it more advantageous to do so because of such requirement. It is also possible that by making changes or failing to make changes in the healthcare plans offered by us we will become less competitive in the market for our labor. Finally, implementing the requirements of healthcare reform is likely to impose additional administrative costs. The costs and other effects of these new healthcare requirements cannot be determined with certainty, but they may significantly increase our healthcare coverage costs and could materially adversely affect our, business, financial condition or results of operations.

Unionization activities or labor disputes may disrupt our operations and affect our profitability.

Although none of our employees are currently covered under collective bargaining agreements, our employees may elect to be represented by labor unions in the future. If a significant number of our employees were to become unionized and collective bargaining agreement terms were significantly different from our current compensation arrangements, it could adversely affect our business, financial condition or results of operations. In addition, a labor dispute involving some or all of our employees may harm our

reputation, disrupt our operations and reduce our revenues, and resolution of disputes may increase our costs. Potential changes in labor laws, including the possible passage of legislation designed to make it easier for employees to unionize, could increase the likelihood of some or all of our employees being subjected to greater organized labor influence, and could have an adverse effect on our business and financial results by imposing requirements that could potentially increase our costs, reduce our flexibility and impact our employee culture.
As an employer, we may be subject to various employment-related claims, such as individual or class actions or government enforcement actions relating to alleged employment discrimination, employee classification and related withholding, wage-hour, labor standards or healthcare and benefit issues. Such actions, if brought against us and successful in whole or in part, may affect our ability to compete or could materially adversely affect our business, financial condition or results of operations.
Changes in employment laws may adversely affect our business.
Various federal and state labor laws govern the relationship with our employees and affect operating costs. These laws include employee classification as exempt/non-exempt for overtime and other purposes, minimum wage requirements, unemployment tax rates, workers' compensation rates, immigration status and other wage and benefit requirements. Significant additional government-imposed increases in the following areas could materially affect our business, financial condition, operating results or cash flow:
- minimum wages;
- mandatory health benefits;
- vacation accruals;
- paid leaves of absence, including paid sick leave; and
- tax reporting.

In addition, various states in which we operate are considering or have already adopted new immigration laws or enforcement programs, and the U.S. Congress and Department of Homeland Security from time to time consider and may implement changes to federal immigration laws, regulations or enforcement programs as well. Some of these changes may increase our obligations for compliance and oversight, which could subject us to additional costs and make our hiring process more cumbersome, or reduce the availability of potential employees. Although we require all workers to provide us with government-specified documentation evidencing their employment eligibility, some of our employees may, without our knowledge, be unauthorized workers. We currently participate in the "E-Verify" program, an Internet-based, free program run by the United States government to verify employment eligibility, in all of our restaurants and in our corporate support office. However, use of the "E-Verify" program does not guarantee that we will properly identify all applicants who are ineligible for employment. Unauthorized workers are subject to deportation and may subject us to fines or penalties, and if any of our workers are found to be unauthorized we could experience adverse publicity that negatively impacts our brand and may make it more difficult to hire and keep qualified employees. Termination of a significant number of employees who were unauthorized employees may disrupt our operations, cause temporary increases in our labor costs as we train new employees and result in additional adverse publicity. We could also become subject to fines, penalties and other costs related to claims that we did not fully comply with all recordkeeping obligations of federal and state immigration compliance laws. These factors could materially adversely affect our business, financial condition or results of operations.
We rely in part on our franchisees, and if our franchisees cannot develop or finance new restaurants, build them on suitable sites or open them on schedule, our growth and success may be affected.
We rely in part on our franchisees and the manner in which they operate their locations to develop and promote our business. Although we have developed criteria to evaluate and screen prospective franchisees, we cannot be certain that our franchisees will have the business acumen or financial resources necessary to operate successful franchises in their franchise areas and state franchise laws may limit our ability to terminate or modify these franchise arrangements. Moreover, despite our training, support and monitoring, franchisees may not successfully operate restaurants in a manner consistent with our standards and requirements, or may not hire and train qualified managers and other restaurant personnel. The failure of our franchisees to operate their franchises successfully could have a material adverse effect on us, our reputation, our brand and our ability to attract prospective franchisees and could materially adversely affect our business, financial condition or results of operations.

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Franchisees may not have access to the financial or management resources that they need to open the restaurants contemplated by their agreements with us, or be able to find suitable sites on which to develop them, or they may elect to cease development for other reasons. Franchisees may not be able to negotiate acceptable lease or purchase terms for the sites, obtain the necessary permits and government approvals or meet construction schedules. Any of these problems could slow our growth and reduce our franchise revenues. Additionally, our franchisees typically depend on financing from banks and other financial institutions, which may not always be available to them, in order to construct and open new restaurants. The lack of adequate financing could adversely affect the number and rate of new restaurant openings by our franchisees and adversely affect our future franchise revenues.

A franchisee bankruptcy could have a substantial negative impact on our ability to collect payments due under such franchisee's franchise arrangements. In a franchisee bankruptcy, the bankruptcy trustee may reject its franchise arrangements pursuant to Section 365 under the United States bankruptcy code, in which case there would be no further royalty payments from such franchisee, and there can be no assurance as to the proceeds, if any, that may ultimately be recovered in a bankruptcy proceeding of such franchisee in connection with a damage claim resulting from such rejection.

Failure to support our expanding franchise system could have a material adverse effect on our business, financial condition or results of operations.

Our growth strategy depends in part on expanding our franchise network, which will require the implementation of enhanced business support systems, management information systems, financial controls and other systems and procedures as well as additional management, franchise support and financial resources. We may not be able to manage our expanding franchise system effectively. Failure to provide our franchisees with adequate support and resources could materially adversely affect both our new and existing franchisees as well as cause disputes between us and our franchisees and potentially lead to material liabilities. Any of the foregoing could materially adversely affect our business, financial condition or results of operations.

We have limited control over our franchisees and our franchisees could take actions that could harm our business.

Franchisees are independent contractors and are not our employees, and we do not exercise control over their day-to-day operations. We provide training and support to franchisees, but the quality of franchised restaurant operations may be diminished by any number of factors beyond our control. Consequently, franchisees may not successfully operate restaurants in a manner consistent with our standards and requirements, or may not hire and train qualified managers and other restaurant personnel. If franchisees do not meet our standards and requirements, our image and reputation, and the image and reputation of other franchisees, may suffer materially and system-wide sales could decline significantly.

Franchisees, as independent business operators, may from time to time disagree with us and our strategies regarding the business or our interpretation of our, and their, rights and obligations under franchise and development agreements. This may lead to disputes with our franchisees in the future. These disputes may divert the attention of our management and our franchisees from operating our restaurants and affect our image and reputation and our ability to attract franchisees in the future, which could materially adversely affect our business, financial condition or results of operations.

If we or our franchisees face labor shortages or increased labor costs, our growth and operating results could be adversely affected.

Labor is a primary component in the cost of operating our restaurants. If we or our franchisees face labor shortages or increased labor costs because of increased competition for employees, higher employee turnover rates, increases in the federal, state or local minimum wage or other employee benefits costs (including costs associated with health insurance coverage), our operating expenses could increase and our growth could be adversely affected. In addition, our success depends in part upon our and our franchisees' ability to attract, motivate and retain a sufficient number of well-qualified restaurant operators and management personnel, as well as a sufficient number of other qualified employees, including customer service and kitchen staff, to keep pace with our expansion schedule. Qualified individuals needed to fill these positions are in short supply in some geographic areas. In addition, restaurants have traditionally experienced relatively high employee turnover rates. Although we have not yet experienced significant problems in recruiting or retaining employees, our and our franchisees' ability to recruit and retain such individuals may delay the planned openings of new restaurants or result in higher employee turnover in existing restaurants, which could have a material adverse effect on our business, financial condition or results of operations.

If we or our franchisees are unable to continue to recruit and retain sufficiently qualified individuals, our business and our growth could be adversely affected. Competition for these employees could require us or our franchisees to pay higher wages, which could result in higher labor costs. In addition increases in the minimum wage would increase our labor costs. Additionally, costs associated

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with workers’ compensation are rising, and these costs may continue to rise in the future. We may be unable to increase our menu prices in order to pass these increased labor costs on to consumers, in which case our margins would be negatively affected, which could materially adversely affect our business, financial condition or results of operations.

We depend on the services of key executives, the loss of which could materially harm our business.

Our senior executives have been instrumental in setting our strategic direction, operating our business, identifying, recruiting and training key personnel, identifying expansion opportunities and arranging necessary financing. Losing the services of any of these individuals could materially adversely affect our business until a suitable replacement is found. We believe that these individuals cannot easily be replaced with executives of equal experience and capabilities. Although we have employment agreements with our Chief Executive Officer and our President and Chief Operating Officer, we cannot prevent them from terminating their employment with us.

Changes in economic conditions could materially affect our ability to maintain or increase sales at our restaurants or open new restaurants.

The restaurant industry depends on consumer discretionary spending. The United States in general or the specific markets in which we operate may suffer from depressed economic activity, recessionary economic cycles, higher fuel or energy costs, low consumer confidence, high levels of unemployment, reduced home values, increases in home foreclosures, investment losses, personal bankruptcies, reduced access to credit or other economic factors that may affect consumers' discretionary spending. Economic conditions may remain volatile and may depress consumer confidence and discretionary spending. Traffic in our restaurants could decline if consumers choose to dine out less frequently or reduce the amount they spend on meals while dining out. Negative economic conditions (including negative economic conditions resulting from war, terrorist activities, global economic occurrences or trends or other geo-political events) might cause consumers to make long-term changes to their discretionary spending behavior, including dining out less frequently on a permanent basis. If restaurant sales decrease, our profitability could decline as we spread fixed costs across a lower level of sales. Reductions in staff levels, asset impairment charges and potential restaurant closures could result from prolonged negative restaurant sales, which could materially adversely affect our business, financial condition or results of operations.

Health concerns arising from outbreaks of viruses may have an adverse effect on our business.

The United States and other countries have experienced, or may experience in the future, outbreaks of neurological diseases or other diseases or viruses, such as norovirus, influenza, H1N1 and Ebola. If a virus is transmitted by human contact, our employees or customers could become infected, or could choose, or be advised, to avoid gathering in public places, any one of which could materially adversely affect our business, financial condition or results of operations.

Changes in food and supply costs could adversely affect our results of operations.

Our profitability depends in part on our ability to anticipate and react to changes in food and supply costs. Shortages or interruptions in the availability of certain supplies caused by seasonal fluctuations, unanticipated demand, problems in production or distribution, food contamination, product recalls, government regulations, inclement weather or other conditions could adversely affect the availability, quality and cost of our ingredients, which could harm our operations. Weather related issues, such as freezes or drought, may also lead to temporary spikes in the prices of some ingredients such as produce or meats. Increasing weather volatility or other long-term changes in global weather patterns, including any changes associated with global climate change, could have a significant impact on the price or availability of some of our ingredients. Any increase in the prices of the food products most critical to our menu, such as pasta, beef, chicken, wheat flour, cheese and other dairy products, tofu and vegetables, could adversely affect our operating results. Although we try to manage the impact that these fluctuations have on our operating results, we remain susceptible to increases in food costs as a result of factors beyond our control, such as general economic conditions, seasonal fluctuations, weather conditions, demand, food safety concerns, generalized infectious diseases, product recalls and government regulations. For example, higher diesel prices have in some cases resulted in the imposition of surcharges on the delivery of commodities to our distributors, which they have generally passed on to us to the extent permitted under our arrangements with them.

If any of our distributors or suppliers performs inadequately, or our distribution or supply relationships are disrupted for any reason, our business, financial condition, results of operations or cash flows could be adversely affected. Although we often enter into contracts for the purchase of food products and supplies, we do not have long-term contracts for the purchase of all of such food products and supplies. As a result, we may not be able to anticipate or react to changing food costs by adjusting our purchasing practices or menu prices, which could cause our operating results to deteriorate. If we cannot replace or engage distributors or

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suppliers who meet our specifications in a short period of time, that could increase our expenses and cause shortages of food and other items at our restaurants, which could cause a restaurant to remove items from its menu. If that were to happen, affected restaurants could experience significant reductions in sales during the shortage or thereafter, if customers change their dining habits as a result. Our focus on a limited menu would make the consequences of a shortage of a key ingredient more severe. In addition, because we provide moderately priced food, we may choose not to, or may be unable to, pass along commodity price increases to consumers. These potential changes in food and supply costs could materially adversely affect our business, financial condition or results of operations.

Failure to receive frequent deliveries of fresh food ingredients and other supplies could harm our operations.

Our ability to maintain our menu depends in part on our ability to acquire ingredients that meet our specifications from reliable suppliers. We currently import ingredients from many different countries. Shortages or interruptions in the supply of ingredients caused by unanticipated demand, problems in production or distribution, food contamination, inclement weather or other conditions could adversely affect the availability, quality and cost of our ingredients, which could harm our operations. If any of our distributors or suppliers performs inadequately, or our distribution or supply relationships are disrupted for any reason, our business, financial condition or results of operations could be adversely affected. If we cannot replace or engage distributors or suppliers who meet our specifications in a short period of time, that could increase our expenses and cause shortages of food and other items at our restaurants, which could cause a restaurant to remove items from its menu. If that were to happen, affected restaurants could experience significant reductions in sales during the shortage or thereafter, if customers change their dining habits as a result. Our focus on a limited menu would make the consequences of a shortage of a key ingredient more severe. This reduction in sales could materially adversely affect our business, financial condition or results of operations.

New information or attitudes regarding diet and health could result in changes in regulations and consumer consumption habits that could adversely affect our results of operations.

Regulations and consumer eating habits may change as a result of new information or attitudes regarding diet and health. Such changes may include federal, state and local regulations that impact the ingredients and nutritional content of the food and beverages we offer. The success of our restaurant operations is dependent, in part, upon our ability to effectively respond to changes in any consumer health regulations and our ability to adapt our menu offerings to trends in food consumption. If consumer health regulations or consumer eating habits change significantly, we may choose or be required to modify or delete certain menu items, which may adversely affect the attractiveness of our restaurants to new or returning customers. To the extent we are unwilling or unable to respond with appropriate changes to our menu offerings, it could materially affect consumer demand and have an adverse impact on our business, financial condition or results of operations.

Government regulation and consumer eating habits may impact our business as a result of changes in attitudes regarding diet and health or new information regarding the adverse health effects of consuming certain menu offerings. These changes have resulted in, and may continue to result in, laws and regulations requiring us to disclose the nutritional content of our food offerings, and they have resulted, and may continue to result in, laws and regulations affecting permissible ingredients and menu offerings. For example, a number of states, counties and cities have enacted menu labeling laws requiring multi-unit restaurant operators to disclose to consumers certain nutritional information, or have enacted legislation restricting the use of certain types of ingredients in restaurants. These requirements may be different or inconsistent with requirements under the Patient Protection and Affordable Care Act (the "PPACA"), which establishes a uniform, federal requirement for certain restaurants to post nutritional information on their menus. Specifically, the PPACA requires chain restaurants with 20 or more locations operating under the same name and offering substantially the same menus to publish the total number of calories of standard menu items on menus and menu boards, along with a statement that puts this calorie information in the context of a total daily calorie intake. These inconsistencies could be challenging for us to comply with in an efficient manner. The PPACA also requires covered restaurants to provide to consumers, upon request, a written summary of detailed nutritional information for each standard menu item, and to provide a statement on menus and menu boards about the availability of this information upon request. An unfavorable report on, or reaction to, our menu ingredients, the size of our portions or the nutritional content of our menu items could negatively influence the demand for our offerings.

Compliance with current and future laws and regulations regarding the ingredients and nutritional content of our menu items may be costly and time-consuming. Additionally, if consumer health regulations or consumer eating habits change significantly, we may be required to modify or discontinue certain menu items, and we may experience higher costs associated with the implementation of those changes. The risks and costs associated with nutritional disclosures on our menus could also impact our operations, particularly given differences among applicable legal requirements and practices within the restaurant industry with respect to testing and disclosure, ordinary variations in food preparation among our own restaurants, and the need to rely on the accuracy and completeness of nutritional information obtained from third-party suppliers.

We may not be able to effectively respond to changes in consumer health perceptions or our ability to successfully implement the nutrient content disclosure requirements and to adapt our menu offerings to trends in eating habits. The imposition of menu labeling laws could materially adversely affect our business, financial condition or results of operations, as well as our position within the restaurant industry in general.

We expect to need capital in the future, and we may not be able to raise that capital on acceptable terms.

Developing our business will require significant capital in the future. To meet our capital needs, we expect to rely on our cash flow from operations and third-party financing. Third-party financing in the future may not, however, be available on terms favorable to us, or at all. Our ability to obtain additional funding will be subject to various factors, including market conditions, our operating performance, lender sentiment and our ability to incur additional debt in compliance with other contractual restrictions such as financial covenants under our credit facility or other debt documents. These factors may make the timing, amount, terms and conditions of additional financings unattractive. Our inability to raise capital could impede our growth and could materially adversely affect our business, financial condition or results of operations.

We are subject to all of the risks associated with leasing space subject to long-term non-cancelable leases.

We do not own any real property. Payments under our operating leases account for a significant portion of our operating expenses and we expect the new restaurants we open in the future will similarly be leased. Our leases generally have an initial term of ten years and generally can be extended only in five-year increments (at increased rates). All of our leases require a fixed annual rent, although some require the payment of additional rent if restaurant sales exceed a negotiated amount. Generally, our leases are "net" leases, which require us to pay all of the cost of insurance, taxes, maintenance and utilities. We generally cannot cancel these leases. Additional sites that we lease are likely to be subject to similar long-term non-cancelable leases. If an existing or future restaurant is not profitable, and we decide to close it, we may nonetheless be committed to perform our obligations under the applicable lease including, among other things, paying the base rent for the balance of the lease term. In addition, as each of our leases expires, we may fail to negotiate renewals, either on commercially acceptable terms or at all, which could cause us to pay increased occupancy costs or to close restaurants in desirable locations. These potential increased occupancy costs and closed restaurants could materially adversely affect our business, financial condition or results of operations.

We may not be able to adequately protect our intellectual property, which could harm the value of our brand and adversely affect our business.

Our intellectual property is material to the conduct of our business. Our ability to implement our business plan successfully depends in part on our ability to further build brand recognition using our trademarks, service marks, trade dress and other proprietary intellectual property, including our name and logos and the unique ambience of our restaurants. While it is our policy to protect and defend vigorously our rights to our intellectual property, we cannot predict whether steps taken by us to protect our intellectual property rights will be adequate to prevent misappropriation of these rights or the use by others of restaurant features based upon, or otherwise similar to, our concept. It may be difficult for us to prevent others from copying elements of our concept and any litigation to enforce our rights will likely be costly and may not be successful. Although we believe that we have sufficient rights to all of our trademarks and service marks, we may face claims of infringement that could interfere with our ability to market our restaurants and promote our brand. Any such litigation may be costly and divert resources from our business. Moreover, if we are unable to successfully defend against such claims, we may be prevented from using our trademarks or service marks in the future and may be liable for damages, which in turn could materially adversely affect our business, financial condition or results of operations.

We may incur costs resulting from breaches of security of confidential consumer information related to our electronic processing of credit and debit card transactions.

The majority of our restaurant sales are by credit or debit cards. Other restaurants and retailers have experienced security breaches in which credit and debit card information has been stolen. We may in the future become subject to claims for purportedly fraudulent transactions arising out of the actual or alleged theft of credit or debit card information, and we may also be subject to lawsuits or other proceedings relating to these types of incidents. In addition, most states have enacted legislation requiring notification of security breaches involving personal information, including credit and debit card information. Any such claim or proceeding could

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cause us to incur significant unplanned expenses, which could have an adverse impact on our financial condition and results of operations. Further, adverse publicity resulting from these allegations may have a material adverse effect on us and our restaurants.

We rely heavily on information technology, and any material failure, weakness, interruption or breach of security could prevent us from effectively operating our business.

We rely heavily on information systems, including point-of-sale processing in our restaurants, for management of our supply chain, payment of obligations, collection of cash, credit and debit card transactions and other processes and procedures. Our ability to efficiently and effectively manage our business depends significantly on the reliability and capacity of these systems. Our operations depend upon our ability to protect our computer equipment and systems against damage from physical theft, fire, power loss, telecommunications failure or other catastrophic events, as well as from internal and external security breaches, viruses and other disruptive problems. The failure of these systems to operate effectively, maintenance problems, upgrading or transitioning to new platforms, or a breach in security of these systems could result in delays in customer service and reduce efficiency in our operations. Remediation of such problems could result in significant, unplanned capital investments.

We could be party to litigation that could adversely affect us by distracting management, increasing our expenses or subjecting us to material money damages and other remedies.

Our customers occasionally file complaints or lawsuits against us alleging we caused an illness or injury they suffered at or after a visit to our restaurants, or that we have problems with food quality or operations. We are also subject to a variety of other claims arising in the ordinary course of our business, including personal injury claims, contract claims and claims alleging violations of federal and state law regarding workplace and employment matters, equal opportunity, discrimination and similar matters, and we could become subject to class action or other lawsuits related to these or different matters in the future. Regardless of whether any claims against us are valid, or whether we are ultimately held liable, claims may be expensive to defend and may divert time and money away from our operations and hurt our performance. A judgment in excess of our insurance coverage for any claims could materially and adversely affect our financial condition or results of operations. Any adverse publicity resulting from these allegations may also materially and adversely affect our reputation or prospects, which in turn could materially adversely affect our business, financial condition or results of operations.

We are subject to state and local "dram shop" statutes, which may subject us to uninsured liabilities. These statutes generally allow a person injured by an intoxicated person to recover damages from an establishment that wrongfully served alcoholic beverages to the intoxicated person. Because a plaintiff may seek punitive damages, which may not be fully covered by insurance, this type of action could have an adverse impact on our financial condition or results of operations. A judgment in such an action significantly in excess of, or not covered by, our insurance coverage could adversely affect our business, financial condition or results of operations. Further, adverse publicity resulting from any such allegations may adversely affect us and our restaurants taken as a whole.

In addition, the restaurant industry has been subject to a growing number of claims based on the nutritional content of food products sold and disclosure and advertising practices. We may also be subject to this type of proceeding in the future and, even if we are not, publicity about these matters (particularly directed at the quick-service or fast casual segments of the industry) may harm our reputation and could materially adversely affect our business, financial condition or results of operations.

Our current insurance may not provide adequate levels of coverage against claims.

There are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure. Such losses could have a material adverse effect on our business and results of operations. In addition, we self-insure a significant portion of expected losses under our workers' compensation, general liability, employee health and property insurance programs. Unanticipated changes in the actuarial assumptions and management estimates underlying our reserves for these losses could result in materially different amounts of expense under these programs, which could have a material adverse effect on our financial condition, results of operations and liquidity. Failure to obtain and maintain adequate directors' and officers' insurance would likely adversely affect our ability to attract and retain qualified officers and directors.

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The Company is subject to the risks presented by acquisitions.
As part of our expansion efforts, the Company has acquired some of its franchised restaurants in the past. In the future, the Company may, from time to time, consider opportunistic acquisitions of restaurants operated by franchisees or other operators. Any future acquisitions will be accompanied by the risks commonly encountered in acquisitions. These risks include among other things:

- the difficulty of integrating operations and personnel;
- the potential disruption to our ongoing business;
- the potential distraction of management, the inability to maintain uniform standards, controls procedures and policies; and
- impairment of relations with team members and guests as a result of changes in ownership and management.

Failure to obtain and maintain required licenses and permits or to comply with alcoholic beverage or food control regulations could lead to the loss of our liquor and food service licenses and, thereby, harm our business.
The restaurant industry is subject to various federal, state and local government regulations, including those relating to the sale of food and alcoholic beverages. Such regulations are subject to change from time to time. The failure to obtain and maintain these licenses, permits and approvals could adversely affect our operating results. Typically, licenses must be renewed annually and may be revoked, suspended or denied renewal for cause at any time if governmental authorities determine that our conduct violates applicable regulations. Difficulties or failure to maintain or obtain the required licenses and approvals could adversely affect our existing restaurants and delay or result in our decision to cancel the opening of new restaurants, which would adversely affect our business.
Alcoholic beverage control regulations generally require our restaurants to apply to a state authority and, in certain locations, county or municipal authorities for a license that must be renewed annually and may be revoked or suspended for cause at any time. Alcoholic beverage control regulations relate to numerous aspects of daily operations of our restaurants, including minimum age of patrons and employees, hours of operation, advertising, trade practices, wholesale purchasing, other relationships with alcohol manufacturers, wholesalers and distributors, inventory control and handling, storage and dispensing of alcoholic beverages. Any future failure to comply with these regulations and obtain or retain liquor licenses could adversely affect our business, financial condition or results of operations.
Changes to accounting rules or regulations may adversely affect our results of operations.
Changes to existing accounting rules or regulations may impact our future results of operations or cause the perception that we are more highly leveraged. Other new accounting rules or regulations and varying interpretations of existing accounting rules or regulations have occurred and may occur in the future. For instance, accounting regulatory authorities have indicated that they may begin to require lessees to capitalize operating leases in their financial statements in the next few years. If adopted, such change would require us to record significant capital lease obligations on our balance sheet and make other changes to our financial statements. This and other future changes to accounting rules or regulations could materially adversely affect our financial condition or results of operations.
Pursuant to the recently enacted JOBS Act, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act for so long as we are an "emerging growth company."
Section 404 of the Sarbanes-Oxley Act requires annual management assessments of the effectiveness of our internal control over financial reporting, starting with the second annual report that we file with the SEC as a public company, and generally requires in the same report a report by our independent registered public accounting firm on the effectiveness of our internal control over financial reporting. However, under the recently enacted JOBS Act, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act until we are no longer an "emerging growth company." We could be an "emerging growth company" until the end of our 2018 fiscal year.

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Failure of our internal control over financial reporting could adversely affect our business and financial results.
Our management is responsible for establishing and maintaining effective internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with GAAP. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that we would prevent or detect a misstatement of our financial statements or fraud. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report our financial results accurately and timely or to detect and prevent fraud. The identification of a material weakness could indicate a lack of controls adequate to generate accurate financial statements that, in turn, could cause a loss of investor confidence and decline in the market price of our common stock. We cannot assure you that we will be able to timely remediate any material weaknesses that may be identified in future periods or maintain all of the controls necessary for continued compliance. Likewise, we cannot assure you that we will be able to retain sufficient skilled finance and accounting personnel, especially in light of the increased demand for such personnel among publicly traded companies.

Our principal stockholders and their affiliates own a substantial portion of our outstanding equity, and their interests may not always coincide with the interests of the other holders.
As of December 30, 2014, Catterton, certain of its affiliates and Argentia beneficially owned in the aggregate shares representing approximately 48.0% of our outstanding voting power, assuming no conversion of Class B common stock into common stock. Persons associated with Catterton, Argentia and PSPIB currently serve on our board of directors. Catterton and certain of its affiliates beneficially own, in the aggregate, shares representing approximately 22.9% of our outstanding equity interests and approximately 24.2% of our outstanding voting power as of December 30, 2014. Argentia beneficially owns shares representing approximately 27.7% of our outstanding equity interests and approximately 23.8% of our outstanding voting power as of December 30, 2014. As a result, Catterton, certain of its affiliates and Argentia could continue to potentially have significant influence over all matters presented to our stockholders for approval, including election and removal of our directors and change in control transactions. The interests of Catterton, certain of its affiliates and Argentia may not always coincide with the interests of the other holders of our common stock.
We do not intend to pay dividends for the foreseeable future.
We have never declared or paid any cash dividends on our common stock, except for the Class C common stock dividend paid to Argentia, the previous holder of the one outstanding share of our Class C common stock, which was redeemed in connection with our initial public offering. For the foreseeable future, we intend to retain any earnings to finance the development and expansion of our business, and we do not anticipate paying any cash dividends on our common stock. See Item 5. "Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities-Dividends."
Provisions in our charter documents and Delaware law may delay or prevent our acquisition by a third party.
Our amended and restated certificate of incorporation and bylaws, and Delaware law, contain several provisions that may make it more difficult for a third party to acquire control of us without the approval of our board of directors. For example, we have a classified board of directors with three-year staggered terms, which could delay the ability of stockholders to change membership of a majority of our board of directors. These provisions may make it more difficult or expensive for a third party to acquire a majority of our outstanding equity interests. These provisions also may delay, prevent or deter a merger, acquisition, tender offer, proxy contest or other transaction that might otherwise result in our stockholders receiving a premium over the market price for their common stock.
ITEM 1B. Unresolved Staff Comments
None.

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ITEM 2. Properties

As of December 30, 2014, we and our franchisees operated 439 restaurants in 32 states and the District of Columbia. Our restaurants are typically 2,600 to 2,700 square feet and are located in a variety of suburban, urban and small markets. We lease the property for our central support office and all of the properties on which we operate restaurants The chart below shows the locations of our company-owned and franchised restaurants as of December 30, 2014.

| State | Company-owned | Franchised | Total |
|---|---|---|---|
| California | 16 | — | 16 |
| Colorado | 56 | — | 56 |
| Connecticut | — | 1 | 1 |
| Delaware | 3 | — | 3 |
| District of Columbia | 4 | — | 4 |
| Florida | 2 | — | 2 |
| Idaho | 3 | — | 3 |
| Illinois | 50 | 4 | 54 |
| Indiana | 21 | — | 21 |
| Iowa | 10 | 1 | 11 |
| Kansas | 9 | — | 9 |
| Kentucky | 1 | 3 | 4 |
| Maryland | 27 | — | 27 |
| Massachusetts | — | 2 | 2 |
| Michigan | — | 17 | 17 |
| Minnesota | 39 | — | 39 |
| Missouri | 4 | 7 | 11 |
| Nebraska | — | 6 | 6 |
| New Hampshire | — | 1 | 1 |
| New Jersey | 3 | 1 | 4 |
| New York | — | 1 | 1 |
| North Carolina | 11 | — | 11 |
| North Dakota | — | 3 | 3 |
| Ohio | 16 | — | 16 |
| Oregon | 5 | — | 5 |
| Pennsylvania | 11 | — | 11 |
| South Dakota | — | 2 | 2 |
| Tennessee | 5 | 1 | 6 |
| Texas | 8 | — | 8 |
| Utah | 14 | — | 14 |
| Virginia | 33 | — | 33 |
| Washington | 1 | — | 1 |
| Wisconsin | 34 | 3 | 37 |
| | 386 | 53 | 439 |

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We are obligated under non-cancelable leases for our restaurants and our central support office. Our restaurant leases generally have initial terms of 10 years with two or more five-year extensions. Our restaurant leases generally have renewal options and may require us to pay a proportionate share of real estate taxes, insurance, common area maintenance charges and other operating costs. Some restaurant leases provide for contingent rental payments based on sales thresholds, although we generally do not expect to pay significant contingent rent on these properties based on the thresholds in those leases.

## ITEM 3. Legal Proceedings

As previously disclosed in the Quarterly Reports on Form 10-Q filed on April 30, 2014, August 14, 2014, and November 6, 2014, the Company is named as a defendant in an action filed in the Superior Court of Delaware in New Castle County, entitled The State of Delaware, William French v. Card Compliant, LLC, et. al. The case was filed under seal in June 2013 and was unsealed on March 26, 2014. The complaint in this case alleges that a number of large retailers and restaurant companies, including the Company, knowingly refused to fulfill obligations under Delaware's Abandoned Property Law by failing to report and deliver "unclaimed gift card funds" to the State of Delaware, and knowingly made, used or caused to be made or used, false statements and records to conceal, avoid or decrease an obligation to pay or transmit money to Delaware in violation of the Delaware False Claims and Reporting Act. The complaint seeks an order that the Company cease and desist from violating the Delaware False Claims and Reporting Act, monetary damages (including treble damages under the False Claims and Reporting Act), penalties, and attorneys' fees and costs. The case was removed to United States Federal District Court for the District of Delaware, and plaintiffs filed a motion to remand the case to the Superior Court for the State of Delaware, which was granted. The Company has also filed a motion to dismiss the complaint. The case is at an early stage and the Company is therefore unable to make a reasonable estimate of the probable loss or range of losses, if any, that might arise from this matter. The Company intends to vigorously defend this action.

In the normal course of business, the Company is subject to other proceedings, lawsuits and claims. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Consequently, the Company is unable to ascertain the ultimate aggregate amount of monetary liability or financial impact with respect to these matters as of December 30, 2014. These matters could affect the operating results of any one financial reporting period when resolved in future periods. The Company believes that an unfavorable outcome with respect to these matters is remote or a potential range of loss is not material to its consolidated financial statements. Significant increases in the number of these claims, or one or more successful claims that result in greater liabilities than they currently anticipate, could materially and adversely affect our business, financial condition, results of operations or cash flows.

## ITEM 4. Mine Safety Disclosures

Not applicable.

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PART II

ITEM 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock has traded on the Nasdaq Global Select Market under the symbol NDLS since it began trading on June 28, 2013, the date of our initial public offering. The following table sets forth, for the periods indicated, the high and low sales prices per share of our common stock as reported on the Nasdaq Global Select Market.

| | High | Low |
|---|---|---|
| Fiscal Year 2014 | | |
| First quarter (January 1, 2014 - April 1, 2014) | $41.54 | $33.40 |
| Second quarter (April 2, 2014 - July 1, 2014) | $39.30 | $30.28 |
| Third quarter (July 2, 2014 - September 30, 2014) | $34.32 | $17.15 |
| Fourth quarter (October 1, 2014 - December 30, 2014) | $27.00 | $18.58 |
| Fiscal Year 2013 | | |
| Second quarter (June 28, 2013 - July 2, 2013) | $51.97 | $32.00 |
| Third quarter (July 3, 2013 - October 1, 2013) | $51.40 | $38.90 |
| Fourth quarter (October 2, 2013 - December 31, 2013) | $49.75 | $33.67 |

As of February 19, 2015, there were approximately 40 holders of record of our common stock. The number of holders of record is based upon the actual numbers of holders registered at such date and does not include holders of shares in "street name" or persons, partnerships, associates, corporations or other entities in security position listings maintained by depositories.

Purchases of Equity Securities by the Issuer

We had no share repurchases during the fourth quarter 2014 or during the fiscal year ended 2014.

Stock Performance Graph

The following graph compares the cumulative total shareholder return on our common stock from June 28, 2013 (using the price of which our shares of common stock were initially sold to the public) to December 30, 2014 to that of the total return of the Nasdaq Composite and the S&P 600 Restaurants Index. The comparison assumes $100 was invested in our common stock on June 28, 2013 and in each of the forgoing indices on June 28, 2013 and assumes the reinvestment of dividends. This graph is furnished and not "filed" with the Securities and Exchange Commission or "soliciting material" under the Securities Exchange Act of 1934 and shall not be incorporated by reference into any such filings, irrespective of any general incorporation contained in such filing.

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The stock price performance included in this graph is not necessarily indicative of future stock price performance.

Dividends

No dividends have been declared or paid on our shares of equity interests, except for the Class C common stock dividend paid to the previous holder of the one outstanding share of our Class C common stock, which we redeemed upon our initial public offering. We do not anticipate paying any cash dividends on shares of our Class A common stock, or any of our equity interests, in the foreseeable future. We currently intend to retain any earnings to finance the development and expansion of our business. Any future determination to pay dividends will be at the discretion of our board of directors and will be dependent upon then-existing conditions, including our earnings, capital requirements, results of operations, financial condition, business prospects and other factors that our board of directors considers relevant. Further, the Company's credit facility contains provisions that limit its ability to pay dividends on its common stock. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Certain Relationships and Related Transactions, and Director Independence" for additional information regarding our financial condition.

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ITEM 6. Selected Financial Data

The following table summarizes the consolidated historical financial and operating data for the periods indicated. The statements of income data for the fiscal years ended December 30, 2014, December 31, 2013 and January 1, 2013 and the balance sheet data as of December 30, 2014 and December 31, 2013 have been derived from our audited consolidated financial statements included in Item 8. "Financial Statements and Supplementary Data," and the statements of income data from the fiscal years ended January 3, 2012 and December 28, 2010 and the balance sheet data as of January 1, 2013, January 3, 2012 and December 28, 2010 have been derived from our audited consolidated financial statements not included in this report.

The historical results presented below are not necessarily indicative of the results to be expected for any future period. This information should be read in conjunction with "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited consolidated financial statements and the related notes included elsewhere in this report.

We operate on a 52- or 53-week fiscal year ending on the Tuesday closest to December 31. Fiscal year 2011, which ended on January 3, 2012, contained 53 weeks, and all other fiscal years presented below contained 52 weeks. We refer to our fiscal years as 2014, 2013, 2012, 2011 and 2010. Our fiscal quarters each contain thirteen weeks, with the exception of the fourth quarter of a 53-week fiscal year, which contains fourteen weeks.

| | Fiscal Year Ended | | | | |
|---|---|---|---|---|---|
| | December 30, 2014 | December 31, 2013 | January 1, 2013 | January 3, 2012 | December 28, 2010 |
| | (dollars in thousands) | | | | |
| Statements of Income Data: | | | | | |
| Revenue: | | | | | |
| Restaurant revenue | $398,993 | $347,140 | $297,264 | $253,467 | $218,560 |
| Franchising royalties and fees | 4,748 | 3,784 | 3,146 | 2,599 | 2,272 |
| Total revenue | 403,741 | 350,924 | 300,410 | 256,066 | 220,832 |
| Costs and Expenses: | | | | | |
| Restaurant operating costs (exclusive of depreciation and amortization, shown separately below): | | | | | |
| Cost of sales | 107,217 | 91,892 | 78,997 | 66,419 | 56,869 |
| Labor | 120,492 | 104,040 | 89,435 | 75,472 | 64,942 |
| Occupancy | 42,540 | 35,173 | 29,323 | 25,208 | 21,650 |
| Other restaurant operating costs | 52,580 | 44,078 | 36,380 | 32,031 | 27,403 |
| General and administrative(1) | 31,394 | 35,893 | 29,081 | 26,463 | 27,302 |
| Depreciation and amortization | 24,787 | 20,623 | 16,719 | 14,501 | 13,932 |
| Pre-opening | 4,425 | 3,809 | 3,145 | 2,327 | 2,088 |
| Asset disposals, closure costs and restaurant impairments | 1,391 | 1,164 | 1,278 | 1,629 | 2,815 |
| Total costs and expenses | 384,826 | 336,672 | 284,358 | 244,050 | 217,001 |
| Income from operations | 18,915 | 14,252 | 16,052 | 12,016 | 3,831 |
| Debt extinguishment expense | — | 624 | 2,646 | 275 | — |
| Interest expense | 365 | 2,196 | 5,028 | 6,132 | 1,819 |
| Income before income taxes | 18,550 | 11,432 | 8,378 | 5,609 | 2,012 |
| Provision (benefit) for income taxes | 7,122 | 4,767 | 3,215 | 1,780 | (366 ) |
| Net income | $11,428 | $6,665 | $5,163 | $3,829 | $2,378 |

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| | Fiscal Year Ended | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | December 30, 2014 | | December 31, 2013 | | January 1, 2013 | | January 3, 2012 | | December 28, 2010 | |
| | (in thousands, except share and per share data) | | | | | | | | | |
| Earnings per Class A and Class B common share, combined: | | | | | | | | | | |
| Basic | $0.38 | | $0.25 | | $0.22 | | $0.16 | | $0.10 | |
| Diluted | $0.37 | | $0.24 | | $0.22 | | $0.16 | | $0.09 | |
| Weighted average Class A and Class B common shares outstanding, combined: | | | | | | | | | | |
| Basic | 29,717,304 | | 26,406,904 | | 23,238,984 | | 23,237,698 | | 24,386,059 | |
| Diluted | 31,001,099 | | 27,688,629 | | 23,265,542 | | 23,237,698 | | 25,226,989 | |
| Selected Operating Data: | | | | | | | | | | |
| Company-owned restaurants at end of period | 386 | | 318 | | 276 | | 239 | | 212 | |
| Franchise-owned restaurants at end of period | 53 | | 62 | | 51 | | 45 | | 43 | |
| Company-owned: | | | | | | | | | | |
| Average unit volumes(2) | $1,147 | | $1,179 | | $1,178 | | $1,147 | | $1,126 | |
| Comparable restaurant sales(3) | 0.3 | % | 3.4 | % | 5.2 | % | 4.2 | % | 3.2 | % |
| Restaurant contribution(4) | $76,165 | | $71,957 | | $63,129 | | $54,337 | | $47,697 | |
| as a percentage of restaurant revenue | 19.1 | % | 20.7 | % | 21.2 | % | 21.4 | % | 21.8 | % |

| | As of | | | | | |
|---|---|---|---|---|---|---|
| | December 30, 2014 | December 31, 2013 | January 1, 2013 | January 3, 2012 | December 28, 2010 | |
| | (in thousands) | | | | | |
| Balance Sheet Data: (5) | | | | | | |
| Total current assets | $22,776 | $18,333 | $16,154 | $12,879 | $214,498 | |
| Total assets | 238,903 | 187,802 | 156,995 | 126,325 | 311,148 | |
| Total current liabilities | 25,831 | 24,165 | 23,760 | 20,557 | 213,664 | |
| Total long-term debt | 27,500 | 6,312 | 93,731 | 77,523 | 77,030 | |
| Total liabilities | 98,788 | 63,329 | 142,987 | 118,802 | 309,070 | |
| Temporary equity | — | — | 3,601 | 2,572 | 2,572 | |
| Total stockholders' equity | 140,115 | 124,473 | 10,407 | 4,951 | (494 | ) |

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(1) 2010 included $3.7 million of non-cash stock-based compensation expense and $0.3 million of expense for our portion of payroll taxes related to the 2010 Equity Recapitalization. 2013 included $0.5 million and 2012 and 2011 each included $1.0 million of management fee expense, respectively, in accordance with our management services agreement and through the Class C common stock dividend paid to the holder of the one outstanding share of our Class C common stock. In connection with our IPO, the management services agreement expired and the one share of Class C common stock was redeemed. In the second quarter of 2013, we incurred $5.7 million of IPO- related expenses: $2.0 million of stock-based compensation related to accelerated vesting of outstanding stock options, $1.2 million of stock-based compensation related to stock options granted to our Chief Executive Officer and President and Chief Operating Officer of which 50% were vested at grant, $1.7 million of transaction bonuses and related payroll taxes and $0.8 million in transaction payments to our Equity Sponsors. Additionally, we incurred $0.7 million of expenses related to our follow-on offering which closed in December of 2013.

(2) AUVs consist of average annualized sales of all company-owned restaurants over the trailing 12 periods in a typical operating year.

(3) Comparable restaurant sales represent year-over-year sales for restaurants open for at least 18 full periods.

(4)

Restaurant contribution represents restaurant revenue less restaurant operating costs which are cost of sales, labor, occupancy and other restaurant operating costs.

(5) As of December 28, 2010, the consolidated balance sheet included $189.4 million in restricted cash and current liabilities that were temporarily held due to timing of the 2010 Equity Recapitalization.

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ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with Item 6. "Selected Financial Data" and our consolidated financial statements and related notes included in Item 8. "Financial Statements and Supplementary Data." In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors including, but not limited to, those discussed in Item 1A. "Risk Factors" and elsewhere in this report.

We operate on a 52- or 53- week fiscal year ending on the Tuesday closest to December 31. Fiscal years 2014 and 2013, which ended on December 30, 2014 and December 31, 2013, respectively, each contained 52 weeks. Fiscal year 2011, which ended on January 3, 2012, contained 53 weeks. We refer to our fiscal years as 2014, 2013 and 2012. Our fiscal quarters each contained 13 operating weeks, with the exception of the fourth quarter of 2011, which had 14 operating weeks.

NOODLES & COMPANY

Your World Kitchen

Overview

Noodles & Company is a high growth, fast casual restaurant concept offering lunch and dinner within a fast growing segment of the restaurant industry. We opened our first location in 1995, offering noodle and pasta dishes, staples of many cuisines, with the goal of delivering fresh ingredients and flavors from around the world under one roof. Today, our globally inspired menu includes a wide variety of high quality, cooked-to-order dishes, including noodles and pasta, soups, salads and sandwiches, which are served on china by our friendly team members. We believe we offer our customers value with per person spend of approximately $8.25 in 2014.

2014 Highlights and Trends

Restaurant Development. New restaurants have contributed substantially to our revenue growth and in 2014, we opened 49 company-owned restaurants and 10 franchise restaurants for a total of 59 restaurants opened system-wide. The Company also purchased 19 restaurants from two franchisees during 2014. As of December 30, 2014, we had 386 company-owned restaurants and 53 franchise restaurants in 32 states and the District of Columbia. In 2015, we anticipate 12% to 14% system-wide unit growth.

Comparable Restaurant Sales. Comparable restaurant sales increased by 0.2% system-wide in 2014. Comparable restaurant sales represent year-over-year sales comparisons for restaurants open for at least 18 full periods.

Catering. During 2014 we rolled out a catering program to all of our restaurants system-wide. We believe there is significant demand for this offering, which is designed for groups of 20 or more people.

Key Measures We Use to Evaluate Our Performance

To evaluate the performance of our business, we utilize a variety of financial and performance measures. These key measures include revenue, average unit volumes ("AUVs"), comparable restaurant sales, restaurant contribution, EBITDA and adjusted EBITDA.

Revenue

Restaurant revenue represents sales of food and beverages in company-owned restaurants. Several factors affect our restaurant revenue in any period, including the number of restaurants in operation and per restaurant sales.

Franchise royalties and fees represent royalty income and initial franchise fees. While we expect that the majority of our revenue and net income growth will be driven by company-owned restaurants, our franchise restaurants remain an important part of our financial success.

Seasonal factors cause our revenue to fluctuate from quarter to quarter. Our revenue per restaurant is typically lower in the first and fourth quarters due to reduced winter and holiday traffic and higher in the second and third quarters. As a result of these factors, our quarterly and annual operating results and comparable restaurant sales may fluctuate significantly.

Average Unit Volumes ("AUVs")

AUVs consist of the average annualized sales of all company-owned restaurants for the trailing 12 periods. AUVs are calculated by dividing restaurant revenue by the number of operating days within each time period and multiplying by 361, which is equal to the number of operating days we have in a typical year. This measurement allows management to assess changes in consumer traffic and per person spending patterns at our restaurants.

Comparable Restaurant Sales

Comparable restaurant sales refer to year-over-year sales comparisons for the comparable restaurant base. We define the comparable restaurant base to include restaurants open for at least 18 full periods. As of 2014, 2013 and 2012, there were 295, 248 and 216 restaurants, respectively, in our comparable restaurant base for company-owned locations. This measure highlights performance of existing restaurants, as the impact of new restaurant openings is excluded. Comparable restaurant sales growth is generated by increases in traffic, which we calculate as the number of entrées sold, or changes in per person spend, calculated as sales divided by traffic. Per person spend can be influenced by changes in menu prices and the mix and number of items sold per person.

Measuring our comparable restaurant sales allows us to evaluate the performance of our existing restaurant base. Various factors impact comparable restaurant sales, including:

- consumer recognition of our brand and our ability to respond to changing consumer preferences;
- overall economic trends, particularly those related to consumer spending;
- our ability to operate restaurants effectively and efficiently to meet consumer expectations;
- pricing;
- per person spend and average check amount;
- marketing and promotional efforts;
- local competition;
- trade area dynamics;
- introduction of new and seasonal menu items and limited time offerings; and
- opening of new restaurants in the vicinity of existing locations.

As a result of the 53-week fiscal year 2011, our fiscal year 2012 began one week later than our fiscal year 2011. Consistent with common industry practice, we present comparable restaurant sales on a calendar-adjusted basis that aligns current year sales weeks with comparable periods in the prior year, regardless of whether they belong to the same fiscal period or not. Since opening new company-owned and franchise restaurants will be a significant component of our revenue growth, comparable restaurant sales are only one measure of how we evaluate our performance.

Restaurant Contribution

Restaurant contribution is defined as restaurant revenue less restaurant operating costs which are cost of sales, labor, occupancy and other restaurant operating costs. We expect restaurant contribution to increase in proportion to the number of new restaurants we open and our comparable restaurant sales growth. Fluctuations in restaurant contribution margin can also be attributed to those factors discussed above for the components of restaurant operating costs.

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EBITDA and Adjusted EBITDA

We define EBITDA as net income before interest expense, provision (benefit) for income taxes and depreciation and amortization. We define adjusted EBITDA as net income before interest expense, debt extinguishment expense, provision (benefit) for income taxes, asset disposals, closure costs and restaurant impairments, depreciation and amortization, stock-based compensation, management fees, IPO-related expenses, follow-on offering expenses, transaction costs and obsolete inventory.

EBITDA and adjusted EBITDA provide clear pictures of our operating results by eliminating certain non-cash expenses that are not reflective of the underlying business performance. We use these metrics to facilitate a comparison of our operating performance on a consistent basis from period to period and to analyze the factors and trends affecting our business.

The following table presents a reconciliation of net income to EBITDA and adjusted EBITDA:

| | Fiscal Year Ended | | | | |
|---|---|---|---|---|---|
| | December 30, 2014 | December 31, 2013 | January 1, 2013 | January 3, 2012 | December 28, 2010 |
| | (in thousands) | | | | |
| Net income | $11,428 | $6,665 | $5,163 | $3,829 | $2,378 |
| Depreciation and amortization | 24,787 | 20,623 | 16,719 | 14,501 | 13,932 |
| Interest expense | 365 | 2,196 | 5,028 | 6,132 | 1,819 |
| Provision (benefit) for income taxes | 7,122 | 4,767 | 3,215 | 1,780 | (366) |
| EBITDA | $43,702 | $34,251 | $30,125 | $26,242 | $17,763 |
| Debt extinguishment expense | — | 624 | 2,646 | 275 | — |
| Asset disposals, closure costs and restaurant impairment | 1,391 | 1,164 | 1,278 | 1,629 | 2,815 |
| Management fees (a) | — | 500 | 1,000 | 1,014 | — |
| Stock-based compensation expense (b) | 1,330 | 1,127 | 1,234 | 1,328 | 5,894 |
| IPO-related expenses (c) | — | 5,667 | — | — | — |
| Follow-on offering expenses (d) | — | 696 | — | — | — |
| Transaction Costs (e) | 100 | — | — | — | — |
| Adjusted EBITDA (f) | $46,523 | $44,029 | $36,283 | $30,488 | $26,472 |

(a) Fiscal year 2013 included $0.5 million in management fee expense, and fiscal years 2012 and 2011 each included $1.0 million of management fee expense, in accordance with our management services agreement and through the Class C common stock dividend paid to the holder of the one outstanding share of our Class C common stock. In connection with our IPO, the management services agreement expired and the one share of Class C common stock was redeemed.

(b) 2010 included $3.7 million of non-cash stock-based compensation expense and $0.3 million of expense for our portion of payroll taxes related to the 2010 Equity Recapitalization. The stock-based compensation expense for fiscal year 2013 that was previously reported in our earnings release and Annual Report on Form 10-K for the fiscal year ended December 31, 2013 included $3.2 million of stock-based compensation related to the accelerated vesting of outstanding stock options upon our IPO that was also included in IPO-related expenses. Accordingly, fiscal year 2013 stock-based compensation expense presented in the table above has been revised accordingly.

(c) Reflects certain expenses incurred in conjunction with the closing of our initial public offering. Amount includes $2.0 million of stock-based compensation related to accelerated vesting of outstanding stock options, $1.2 million of stock-based compensation related to stock options granted to our Chief Executive Officer and President and Chief Operations Officer of which 50% were vested at grant, $1.7 million of transaction bonuses and related payroll tax and $0.8 million in transaction payments to our Equity Sponsors.

(d) Reflects $0.7 million of offering expenses related to our follow-on offering completed in December of 2013.

(e) Expenses related to the purchase of 19 franchise restaurants. See Note 2 of our consolidated financial statements, Business Combinations.

(f) Adjusted EBITDA for the fiscal year 2013 that was previously reported in our earnings release and Annual Report on Form 10-K for the fiscal year ended December 31, 2013 included $3.2 million of stock-based compensation related to the accelerated vesting of outstanding stock options at our IPO that was also included in IPO-related expenses. Accordingly, fiscal year 2013 adjusted EBITDA presented in the table above has been revised accordingly.

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Key Financial Definitions

Cost of Sales

Cost of sales includes the direct costs associated with the food, beverage and packaging of our menu items. Cost of sales also includes any costs related to discounted menu items. Cost of sales is a substantial expense and can be expected to grow proportionally as our restaurant revenue grows. Fluctuations in cost of sales are caused primarily by volatility in the cost of commodity food items and related contracts for such items. Other important factors causing fluctuations in cost of sales include seasonality, discounting activity and restaurant level management of food waste.

Labor Costs

Labor costs include wages, payroll taxes, workers' compensation expense, benefits and bonuses paid to our management teams. Like other expense items, we expect labor costs to grow proportionally as our restaurant revenue grows. Factors that influence fluctuations in our labor costs include minimum wage and payroll tax legislation, the frequency and severity of workers' compensation claims, health care costs and the performance of our restaurants.

Occupancy Costs

Occupancy costs include rent, common area maintenance and real estate tax expense related to our restaurants and is expected to grow proportionally as we open new restaurants.

Other Restaurant Operating Costs

Other restaurant operating costs include the costs of utilities, restaurant-level marketing, credit card processing fees, restaurant supplies, repairs and maintenance and other restaurant operating costs. Like other costs, it is expected to grow proportionally as restaurant revenue grows.

General and Administrative Expense

General and administrative expense is composed of payroll, other compensation, travel, marketing, accounting fees, legal fees and other expenses related to the infrastructure required to support our restaurants. General and administrative expense also includes the non-cash stock compensation expense related to our employee stock incentive plan. General and administrative expense can be expected to grow as we grow, including incremental legal, accounting, insurance and other expenses incurred as a public company.

Depreciation and Amortization

Our principal depreciation and amortization charges relate to depreciation of fixed assets, including leasehold improvements and equipment, from restaurant construction and ongoing maintenance.

Pre-Opening Costs

Pre-opening costs relate to the costs incurred prior to the opening of a restaurant. These include management labor costs, staff labor costs during training, food and supplies utilized during training, marketing costs and other related pre-opening costs. Pre-opening costs also include rent recorded between date of possession and opening date for our restaurants.

Asset Disposals, Closure Costs and Restaurant Impairments

Asset disposals, closure costs and restaurant impairments include the loss on disposal of assets related to retirements and replacement of leasehold improvements or equipment, non-cash restaurant closure and impairment charges.

Debt Extinguishment

In both 2013 and 2012, we amended our credit facility to extend the maturity date and to reduce interest rates on borrowings. As a result of these amendments, a portion of the existing and new fees were treated as debt extinguishment.

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Interest Expense
Interest expense consists primarily of interest on our outstanding indebtedness and amortization of debt issuance costs over the life of the related debt reduced by capitalized interest.
Provision for Income Taxes
Provision for income taxes consists of federal, state and local taxes on our income.
Restaurant Openings, Closures and Relocations
The following table shows restaurants opened, closed or relocated in the years indicated.

| | Fiscal Year Ended | | |
|---|---|---|---|
| | December 30, 2014 | December 31, 2013 | January 1, 2013 |
| Company-Owned Restaurant Activity | | | |
| Beginning of period | 318 | 276 | 239 |
| Openings [2] | 49 | 43 | 39 |
| Acquisitions[1] | 19 | — | — |
| Closures and relocations[2] | — | (1) | (2) |
| Restaurants at end of period | 386 | 318 | 276 |
| Franchise Restaurant Activity | | | |
| Beginning of period | 62 | 51 | 45 |
| Openings | 10 | 11 | 6 |
| Divestitures[1] | (19) | — | — |
| Restaurants at end of period | 53 | 62 | 51 |
| Total restaurants | 439 | 380 | 327 |

(1) Represents franchise restaurants acquired by the Company.
(2) We account for relocated restaurants under both restaurant openings and closures and relocations. During 2012, we closed one restaurant and relocated another restaurant. In fiscal 2013, we closed one restaurant at the end of its lease term.

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Results of Operations

The following table summarizes key components of our results of operations for the periods indicated as a percentage of our total revenue, except for the components of restaurant operating costs, which are expressed as a percentage of restaurant revenue. Fiscal years 2014, 2013 and 2012 each contained 52 operating weeks. Each fiscal quarter contained 13 weeks.

| | Fiscal Year Ended | | | | | |
|---|---|---|---|---|---|---|
| | December 30, 2014 | | December 31, 2013 | | January 1, 2013 | |
| Revenue: | | | | | | |
| Restaurant revenue | 98.8 | % | 98.9 | % | 99.0 | % |
| Franchising royalties and fees | 1.2 | | 1.1 | | 1.0 | |
| Total revenue | 100.0 | | 100.0 | | 100.0 | |
| Costs and Expenses: | | | | | | |
| Restaurant operating costs (exclusive of depreciation and amortization, shown separately below):(1) | | | | | | |
| Cost of sales | 26.9 | | 26.5 | | 26.6 | |
| Labor | 30.2 | | 30.0 | | 30.1 | |
| Occupancy | 10.7 | | 10.1 | | 9.9 | |
| Other restaurant operating costs | 13.2 | | 12.7 | | 12.2 | |
| General and administrative(2) | 7.8 | | 10.2 | | 9.7 | |
| Depreciation and amortization | 6.1 | | 5.9 | | 5.6 | |
| Pre-opening | 1.1 | | 1.1 | | 1.0 | |
| Asset disposals, closure costs and restaurant impairments | 0.3 | | 0.3 | | 0.4 | |
| Total costs and expenses | 95.3 | | 95.9 | | 94.7 | |
| Income from operations | 4.7 | | 4.1 | | 5.3 | |
| Debt extinguishment expense | — | | 0.2 | | 0.9 | |
| Interest expense | 0.1 | | 0.6 | | 1.7 | |
| Income before income taxes | 4.6 | | 3.3 | | 2.8 | |
| Provision for income taxes | 1.8 | | 1.4 | | 1.1 | |
| Net income | 2.8 | % | 1.9 | % | 1.7 | % |

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(1) As a percentage of restaurant revenue.

(2) Fiscal year 2013 included $500,000 of management fee expense and fiscal year 2012 included $1.0 million of management fee expense, in accordance with our management services agreement and through the Class C common stock dividend paid to the holder of the one outstanding share of our Class C common stock. In connection with our IPO, the management services agreement expired and the one share of Class C common stock was redeemed. Additionally, we incurred $0.7 million of expenses related to our follow-on offering which closed in December of 2013.

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Fiscal Year Ended December 30, 2014 compared to Fiscal Year Ended December 31, 2013

Fiscal years 2014 and 2013 contained 52 operating weeks. The table below presents our operating results for 2014 and 2013, and the related year-over-year changes:

| | Fiscal Year Ended | | Increase / (Decrease) | |
|---|---|---|---|---|
| | December 30, 2014 | December 31, 2013 | $ | % |
| | (dollars in thousands) | | | |
| Statements of Income Data: | | | | |
| Revenue: | | | | |
| Restaurant revenue | $398,993 | $347,140 | $51,853 | 14.9 % |
| Franchising royalties and fees | 4,748 | 3,784 | 964 | 25.5 |
| Total revenue | 403,741 | 350,924 | 52,817 | 15.1 |
| Costs and Expenses: | | | | |
| Restaurant operating costs (exclusive of depreciation and amortization, shown separately below): | | | | |
| Cost of sales | 107,217 | 91,892 | 15,325 | 16.7 |
| Labor | 120,492 | 104,040 | 16,452 | 15.8 |
| Occupancy | 42,540 | 35,173 | 7,367 | 20.9 |
| Other restaurant operating costs | 52,580 | 44,078 | 8,502 | 19.3 |
| General and administrative(1) | 31,394 | 35,893 | (4,499) | (12.5) |
| Depreciation and amortization | 24,787 | 20,623 | 4,164 | 20.2 |
| Pre-opening | 4,425 | 3,809 | 616 | 16.2 |
| Asset disposals, closure costs and restaurant impairments | 1,391 | 1,164 | 227 | 19.5 |
| Total costs and expenses | 384,826 | 336,672 | 48,154 | 14.3 |
| Income from operations | 18,915 | 14,252 | 4,663 | 32.7 |
| Debt extinguishment expense | — | 624 | (624) | * |
| Interest expense | 365 | 2,196 | (1,831) | (83.4) |
| Income before income taxes | 18,550 | 11,432 | 7,118 | 62.3 |
| Provision for income taxes | 7,122 | 4,767 | 2,355 | 49.4 |
| Net income | $11,428 | $6,665 | $4,763 | 71.5 % |

* Not meaningful.

(1) Fiscal year 2013 included $500,000 of management fee expense, in accordance with our management services agreement and through the Class C common stock dividend paid to the holder of the one outstanding share of our Class C common stock. In connection with our IPO, the management services agreement expired and the one share of Class C common stock was redeemed. Additionally, we incurred $0.7 million of expenses related to our follow-on offering which closed in December of 2013.

Revenue

Restaurant revenue increased by $51.9 million in 2014 compared to 2013. Restaurants not in the comparable restaurant base accounted for $51.0 million of this increase, with the balance attributed to growth in comparable restaurant sales. Comparable restaurant sales increased by $0.9 million or 0.3% in 2014, composed of an increase in price and product mix, offset by a decrease in traffic partially attributable to abnormally severe weather in the first quarter of 2014.

Franchise royalties and fees increased by $1.0 million in 2014 due to 10 new restaurant openings, the cancellation of an area development agreement and an increase in marketing administrative fees from 0.5% in 2013 to 1.0% in 2014, offset by decreased comparable restaurant sales of 0.4% and the loss of royalties and fees from franchise restaurants purchased by the Company.

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### Cost of Sales

Cost of sales increased by $15.3 million in 2014 compared to 2013, due primarily to the increase in restaurant revenue in 2014. As a percentage of restaurant revenue, cost of sales increased to 26.9% in 2014 from 26.5% in 2013. This increase as a percentage of restaurant revenue was the result of increased promotional activity and an increase in ingredient costs.

### Labor Costs

Labor costs increased by $16.5 million in 2014 compared to 2013, due primarily to the increase in restaurant revenue in 2014. As a percentage of restaurant revenue, labor costs increased to 30.2% in 2014 from 30.0% in 2013. The increase as a percentage of restaurant revenue was the result of an increased percentage of non-comparable base restaurants, which on average have higher labor costs as a percentage of revenue.

### Occupancy Costs

Occupancy costs increased by $7.4 million in 2014 compared to 2013, due primarily to new restaurants. As a percentage of restaurant revenue, occupancy costs increased to 10.7% in 2014, from 10.1% in 2013. The increase was due to an increase in the percentage of restaurants not in the comparable base which, due to not reaching mature volumes, on average have higher occupancy costs as a percentage of revenue.

### Other Restaurant Operating Costs

Other restaurant operating costs increased by $8.5 million in 2014 compared to 2013, due primarily to the increase in restaurant revenue in 2014. As a percentage of restaurant revenue, other restaurant operating costs increased to 13.2% in 2014 from 12.7% in 2013. The increase in other restaurant operating cost percentage was due to costs of restaurants not in the comparable base, as well as increased utility and maintenance costs in 2014.

### General and Administrative Expense

General and administrative expense decreased by $4.5 million in 2014 compared to 2013, due primarily to $5.7 million of expenses related to the closing of our IPO in the second quarter of 2013 and $0.7 million of expenses related to the closing of our follow-on offering in the fourth quarter of 2013, offset by our biennial All Managers Conference, which was held during 2014, as well as increased spend in 2014 due to inflation and the support of additional restaurants. The $5.7 million of expenses related to the closing of our IPO was comprised of $2.0 million of stock-based compensation related to accelerated vesting of outstanding stock options, $1.2 million of stock-based compensation related to stock options granted to our Chief Executive Officer and President and Chief Operating Officer, of which 50% were vested at grant, $1.7 million of transaction bonuses and related payroll taxes and $0.8 million in transaction payments to our Equity Sponsors.

Excluding the impact of the $5.7 million of IPO-related expense and $0.7 million of follow-on offering costs, general and administrative expense as a percentage of revenue decreased to 8.4% in 2013. The decrease to 7.8% in 2014 from 8.4% in 2013 is due to increasing revenue without proportionate increases in general and administrative costs or administrative personnel as well as a decrease in incentive compensation in 2014. General and administrative expense included $1.5 million and $4.3 million of stock-based compensation expense in 2014 and 2013, respectively, and $500,000 of management fees in 2013.

### Depreciation and Amortization

Depreciation and amortization increased by $4.2 million in 2014 compared to 2013, due primarily to an increased number of restaurants. As a percentage of revenue, depreciation and amortization increased to 6.1% in 2014 from 5.9% in 2013, due to depreciation on restaurants not in the comparable base that, on average, have a higher cost basis of assets, as well as investments in technology.

### Pre-Opening Costs

Pre-opening costs increased by $0.6 million in 2014 compared to 2013, due to 49 restaurant openings in 2014 compared to 43 in 2013. As a percentage of revenue, pre-opening costs remained flat at 1.1% in 2014 and 2013.

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Asset Disposals, Closure Costs and Restaurant Impairments

Asset disposals, closure costs and restaurant impairments increased by $0.2 million in 2014 compared to 2013 due primarily to a $0.5 million expense for the disposal of furniture and fixture inventory related to the dissolving of a relationship with an overseas vendor, offset by decreased disposals of other assets.

Debt Extinguishment

In 2013, debt extinguishment expense was $0.6 million as a result the November 2013 amendment to our credit facility that extended the maturity date and reduced the interest rates on borrowings. A portion of the existing and new fees were treated as debt extinguishment expense.

Interest Expense

Interest expense decreased by $1.8 million in 2014 compared to 2013. The decrease was primarily due to lower average borrowings in 2014 due to the payoff of the majority of our outstanding debt in conjunction with our IPO in 2013.

Provision for Income Taxes

Provision for income taxes increased by $2.4 million in 2014 compared to 2013, due to an increase in pre-tax net income in 2014, offset by a decrease to our effective income tax rate. Our effective tax rate decreased to 38.4% in 2014 from 41.7% in 2013 primarily due to the impact of non-deductible follow-on offering transaction costs in 2013, offset by increased employment credits in 2014.

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Fiscal Year Ended December 31, 2013 compared to Fiscal Year Ended January 1, 2013

Fiscal year 2013 and 2012 each contained 52 operating weeks. The table below presents our operating results for 2013 and 2012, and the related year-over-year changes:

| | Fiscal Year Ended | | Increase / (Decrease) | |
|---|---|---|---|---|
| | December 31, 2013 | January 1, 2013 | $ | % |
| | (dollars in thousands) | | | |
| Statements of Income Data: | | | | |
| Revenue: | | | | |
| Restaurant revenue | $347,140 | $297,264 | $49,876 | 16.8 % |
| Franchising royalties and fees | 3,784 | 3,146 | 638 | 20.3 |
| Total revenue | 350,924 | 300,410 | 50,514 | 16.8 |
| Costs and Expenses: | | | | |
| Restaurant Operating Costs (exclusive of depreciation and amortization, shown separately below): | | | | |
| Cost of sales | 91,892 | 78,997 | 12,895 | 16.3 |
| Labor | 104,040 | 89,435 | 14,605 | 16.3 |
| Occupancy | 35,173 | 29,323 | 5,850 | 20.0 |
| Other restaurant operating costs | 44,078 | 36,380 | 7,698 | 21.2 |
| General and administrative[(1)] | 35,893 | 29,081 | 6,812 | 23.4 |
| Depreciation and amortization | 20,623 | 16,719 | 3,904 | 23.4 |
| Pre-opening | 3,809 | 3,145 | 664 | 21.1 |
| Asset disposals, closure costs and restaurant impairments | 1,164 | 1,278 | (114) | (8.9) |
| Total costs and expenses | 336,672 | 284,358 | 52,314 | 18.4 |
| Income from operations | 14,252 | 16,052 | (1,800) | (11.2) |
| Debt extinguishment expense | 624 | 2,646 | (2,022) | * |
| Interest expense | 2,196 | 5,028 | (2,832) | (56.3) |
| Income before income taxes | 11,432 | 8,378 | 3,054 | 36.5 |
| Provision for income taxes | 4,767 | 3,215 | 1,552 | 48.3 |
| Net income | $6,665 | $5,163 | $1,502 | 29.1 % |

* Not meaningful.

(1) Fiscal year 2013 included $500,000 of management fee expense and 2012 included $1.0 million of management fee expense, in accordance with our management services agreement and through the Class C common stock dividend paid to the holder of the one outstanding share of our Class C common stock. In connection with our IPO, the management services agreement expired and the one share of Class C common stock was redeemed. Additionally, we incurred $0.7 million of expenses related to our follow-on offering which closed in December of 2013.

Revenue

Restaurant revenue increased by $49.9 million in 2013 compared to 2012. Restaurants not in the comparable restaurant base accounted for $40.6 million of this increase, with the balance attributed to growth in comparable restaurant sales. Comparable restaurant sales increased by $9.3 million or 3.4% in 2013, composed primarily of a modest price increase during 2013 and increases in traffic at our comparable base restaurants.

Franchise royalties and fees increased by $0.6 million due to 11 new restaurant openings and increased comparable restaurant sales of 0.6% during 2013.

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Cost of Sales

Cost of sales increased by $12.9 million in 2013 compared to 2012, due primarily to the increase in restaurant revenue in 2013. As a percentage of restaurant revenue, cost of sales decreased to 26.5% in 2013 from 26.6% in 2012. This decrease as a percentage of restaurant revenue was the result of an increase in restaurant menu pricing, partially offset by a minimal increase in food cost.

Labor Costs

Labor costs increased by $14.6 million in 2013 compared to 2012, due primarily to the increase in restaurant revenue in 2013. As a percentage of restaurant revenue, labor costs decreased to 30.0% in 2013 from 30.1% in 2012. The decrease in labor cost percentage was driven primarily by lower incentive compensation expense.

Occupancy Costs

Occupancy costs increased by $5.9 million in 2013 compared to 2012, due primarily to new restaurants opened in each of these years. As a percentage of restaurant revenue, occupancy costs increased to 10.1% in 2013, from 9.9% in 2012. The increase was due to an increase in the percentage of restaurants not in the comparable base restaurants which, due to not reaching mature volumes yet, on average have higher occupancy costs as a percentage of revenue.

Other Restaurant Operating Costs

Other restaurant operating costs increased by $7.7 million in 2013 compared to 2012, due primarily to the increase in restaurant revenue in 2013. As a percentage of restaurant revenue, other restaurant operating costs increased to 12.7% in 2013 from 12.2% in 2012. The increase in other restaurant operating cost percentage was the result of increased restaurant-level marketing costs in the 2013, as well as increased utilities and repair and maintenance costs.

General and Administrative Expense

General and administrative expense increased by $6.8 million in 2013 compared to 2012, due primarily to $5.7 million of expenses related to the closing of our IPO in the second quarter of 2013 and $0.7 million of expenses related to the closing of our follow-on offering in the fourth quarter of 2013. The $5.7 million of expenses related to the closing of our IPO was comprised of $2.0 million of stock-based compensation related to accelerated vesting of outstanding stock options, $1.2 million of stock-based compensation related to stock options granted to our Chief Executive Officer and President and Chief Operating Officer, of which 50% were vested at grant, $1.7 million of transaction bonuses and related payroll taxes and $0.8 million in transaction payments to our Equity Sponsors. Excluding the impact of the $5.7 million of IPO-related expense and $0.7 million of follow-on offering costs, general and administrative expense as a percentage of revenue decreased to 8.4% in the 2013 from 9.7% in 2012. The decrease is due to increasing revenue without proportionate increases in general and administrative costs or administrative personnel. General and administrative expense includes $4.3 million and $1.2 million of stock-based compensation expense in 2013 and 2012, respectively, and $500,000 and $1.0 million of management fees in 2013 and 2012, respectively.

Depreciation and Amortization

Depreciation and amortization increased by $3.9 million in 2013 compared to 2012, due primarily to an increased number of restaurants. As a percentage of revenue, depreciation and amortization increased to 5.9% in 2013 from 5.6% in 2012, due to depreciation on new restaurants and initiatives, partially offset by leverage of increased AUVs.

Pre-Opening Costs

Pre-opening costs increased by $0.7 million in 2013 compared to 2012, due to 43 restaurant openings in 2013, compared to 39 in 2012. As a percentage of revenue, pre-opening costs increased to 1.1% in 2013 compared to 1.0% in 2012 due to the timing of restaurant openings including rent incurred for locations opening in the first quarter of 2014.

Asset Disposals, Closure Costs and Restaurant Impairments

Asset disposals, closure costs and restaurant impairments decreased by $0.1 million in 2013 compared to 2012 due primarily to a lease termination and other related closing costs of one restaurant which closed in 2012, which was offset by increased loss on disposal of assets.

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Debt Extinguishment

Debt extinguishment expense was $0.6 million in 2013 and $2.6 million in 2012, as a result of amendments in November 2013 and August of 2012, respectively, to our credit facility that extended the maturity date and reduced the interest rates on borrowings. A portion of the existing and new fees were treated as debt extinguishment expense.

Interest Expense

Interest expense decreased by $2.8 million in 2013 compared to 2012. The decrease was primarily due to lower average borrowings in the first three quarters of 2013 due to the payoff of the majority of our outstanding debt in conjunction with our IPO, and the favorable borrowing rates resulting from the 2012 amendment to our credit facility.

Provision for Income Taxes

Provision for income taxes increased by $1.6 million in 2013 compared to 2012, due to an increase in pre-tax net income in 2013 and an increase to our effective income tax rate. Our effective tax rate increased to 41.7% in 2013 from 38.4% in 2012 primarily due to the impact of non-deductible follow-on offering transaction costs.

Quarterly Financial Data

The following table presents select historical quarterly consolidated statements of operations data and other operations data for fiscal years 2014 and 2013. This quarterly information has been prepared using our unaudited consolidated financial statements and includes all adjustments consisting only of normal recurring adjustments necessary for a fair presentation of the results of the interim periods.

| | Quarter Ended | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Dec. 30, 2014 | Sept. 30, 2014 | July 1, 2014 | April 1, 2014 | Dec. 31, 2013 | Oct. 1, 2013 | July 2, 2013 | April 2, 2013 |
| | (dollars in thousands, unaudited) | | | | | | | |
| Total revenue | $108,546 | $106,216 | $99,459 | $89,519 | $91,468 | $88,936 | $89,239 | $81,280 |
| Net income | 3,535 | 2,943 | 3,527 | 1,424 | 2,407 | 3,265 | 68 | 924 |
| Selected Operating Data: | | | | | | | | |
| Company-owned restaurants at end of period | 386 | 370 | 343 | 331 | 318 | 310 | 295 | 284 |
| Franchise-owned restaurants at end of period | 53 | 55 | 67 | 63 | 62 | 58 | 53 | 51 |
| Company-owned: | | | | | | | | |
| Average unit volumes | 1,147 | 1,152 | 1,156 | 1,163 | 1,179 | 1,181 | 1,184 | 1,180 |
| Comparable restaurant sales | 1.3 % | 1.6 % | (0.6 )% | (1.4 )% | 4.3 % | 2.4 % | 4.7 % | 2.2 % |
| Restaurant contribution as a percentage of restaurant revenue[(1)] | 20.0 % | 18.6 % | 20.4 % | 17.3 % | 21.0 % | 20.7 % | 22.4 % | 18.6 % |

(1) Restaurant contribution represents restaurant revenue less restaurant operating costs which are cost of sales, labor, occupancy and other restaurant operating costs.

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Liquidity and Capital Resources

Our primary sources of liquidity and cash flows are operating cash flows and borrowings on our revolving line of credit. We use this cash to fund capital expenditures for new restaurant openings, reinvest in our existing restaurants, invest in infrastructure and information technology and maintain working capital. Our working capital position benefits from the fact that we generally collect cash from sales to customers the same day, or in the case of credit or debit card transactions, within several days of the related sale, and we typically have at least 30 days to pay our vendors. We believe that expected cash flow from operations and planned borrowing capacity are adequate to fund debt service requirements, operating lease obligations, capital expenditures and working capital obligations for the next year.

While operations continue to provide cash, our primary use of cash is new restaurant development. Our total capital expenditures for 2014 were $56.4 million, and we expect to incur capital expenditures of between $55 million to $60 million in 2015, of which $45 million to $50 million relates to our construction of new restaurants before any reductions for landlord reimbursements, and the remainder relates primarily to reinvestment in existing restaurants and investments in technology. In 2014, excluding two atypical urban sites, we spent on average $796,000 in development and construction costs per restaurant, net of landlord reimbursements. For new restaurants to be opened in 2015, we anticipate average development costs will be $750,000 to $775,000, net of landlord reimbursements.

Cash flows from operating, investing and financing activities are shown in the following table:

| | Fiscal Year Ended | | |
|---|---|---|---|
| | December 30, 2014 | December 31, 2013 | January 1, 2013 |
| | (in thousands) | | |
| Net cash provided by operating activities | $49,027 | $43,634 | $32,069 |
| Net cash used in investing activities | (72,060) | (54,429) | (47,384) |
| Net cash provided by financing activities | 23,971 | 11,182 | 15,373 |
| Net increase in cash and cash equivalents | $938 | $387 | $58 |

Operating Activities

Net cash provided by operating activities of $49.0 million for 2014 resulted primarily from net income, adjusted for items such as depreciation and amortization and stock-based compensation expense. The $5.4 million increase in 2014 over 2013, was primarily driven by an increase in net income and accounts payable due to the timing of payments, offset by the timing of accrued incentive compensation payments as well as investments in inventory items for catering.

Net cash provided by operating activities increased in 2013 from 2012 primarily due to increased net income, adjusted for items such as depreciation and amortization, stock-based compensation expense and the amortization and write-off of debt issuance costs. The increase was also impacted by changes in working capital including the collection of tenant improvement receivables, the change in deferred rent due to a larger restaurant base and an increase in accrued expenses and other liabilities due to growth.

Investing Activities

Net cash used in investing activities was primarily related to new restaurant capital expenditures for the opening of 49, 43 and 39 restaurants, respectively, in 2014, 2013 and 2012, and infrastructure investment. The increase in investing activities in 2014 was also a result of purchasing 19 restaurants from two franchisees. We used approximately $15.7 million of cash flows for acquisitions in 2014. We acquired substantially all of the assets of 16 restaurants from our Indiana franchisee and an additional three restaurants from our New Jersey franchisee. See Note 2 to the consolidated financial statements for further information with respect to our acquisition activity in 2014.

In addition to our standard refresh and remodel investments in 2014, 2013 and 2012, we also invested additional funds in our existing restaurant base as we finished the roll out of our "Your World Kitchen" merchandising in the first quarter of 2013.

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Financing Activities

Net cash provided by financing activities was $24.0 million and $11.2 million in 2014 and 2013, respectively. We used borrowings in both fiscal years to fund new restaurant capital expenditures. In 2014, we also used borrowings for investments in technology and acquisitions.

On July 2, 2013, we closed our IPO in which we sold 6,160,714 shares of Class A common stock at $18.00 per share and received net proceeds of approximately $100.2 million (after underwriting discounts, commissions and offering expenses). These net proceeds were used to pay off our outstanding term loan and repay all but $0.2 million of our revolving line of credit. In November of 2013, we amended and restated our credit facility to provide more favorable borrowing rates and fees, to extend borrowing capacity through July 2018 and to effect certain changes to the covenants. The credit facility had been previously amended in August of 2012 to provide more favorable borrowing rates and extend borrowing capacity to July 2017.

Net cash provided by financing activities was $15.4 million in 2012, driven by borrowings on our credit facility to fund capital expenditures.

Credit Facility

We maintain a $45.0 million revolving line of credit under our credit facility. The revolving line of credit includes a swing line loan of $10.0 million used to fund working capital requirements. On November 22, 2013, we amended and restated our credit facility to provide more favorable borrowing rates and fees, to extend borrowing capacity through July 2018 and to effect certain changes to the covenants. In connection with the IPO, we repaid our $75.0 million senior term loan under our credit facility and the majority of the revolving line of credit. We had $27.5 million of outstanding indebtedness, $2.7 million of outstanding letters of credit and $14.8 million available for borrowing under our revolving line of credit as of December 30, 2014. Borrowings under our amended and restated credit facility bear interest, at our option, at either (i) LIBOR plus 1.00 to 1.75%, based on the lease-adjusted leverage ratio or (ii) the highest of the following rates plus zero to 0.75%: (a) the federal funds rate plus 0.50%; (b) the Bank of America prime rate or (c) the one month LIBOR plus 1.00%. The facility includes a commitment fee of 0.125 to 0.25%, based on the lease-adjusted leverage ratio, per year on any unused portion of the facility. We also maintain outstanding letters of credit to secure obligations under our workers’ compensation program and certain lease obligations.

Availability of borrowings under the revolving line of credit is conditioned on our compliance with specified covenants, including a maximum lease-adjusted leverage ratio and a minimum consolidated fixed charge coverage ratio. We are subject to a number of other customary covenants, including limitations on additional borrowings, acquisitions, dividend payments and lease commitments. As of December 30, 2014, we were in compliance with all of our debt covenants.

Our credit facility is secured by a pledge of stock of substantially all of our subsidiaries and a lien on substantially all of the personal property assets of the Company and its subsidiaries.

Contractual Obligations

Our contractual obligations at December 30, 2014 were as follows:

| | Payments Due by Period | | | | |
|---|---|---|---|---|---|
| | Total | Less than 1 Year | 1 - 3 Years | 3 - 5 Years | After 5 Years |
| | (in thousands) | | | | |
| Lease obligations[1] | $294,370 | $42,188 | $82,475 | $65,454 | $104,253 |
| Purchase obligations[2] | 24,292 | 13,093 | 6,399 | 4,800 | — |
| Long-term debt[3] | 27,500 | — | — | 27,500 | — |
| Other liabilities[4] | 1,324 | — | — | — | 1,324 |
| | $347,486 | $55,281 | $88,874 | $97,754 | $105,577 |

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(1) We are obligated under non-cancelable leases for our restaurants, administrative offices and equipment. Some restaurant leases provide for contingent rental payments based on sales thresholds, which are excluded from this table. We also include capital leases for computer equipment of $200,000.

(2)

We enter into various purchase obligations in the ordinary course of business. Our binding purchase obligations relate to volume commitments for beverage and food products, as well as binding commitments for the construction of new restaurants.

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(3) Reflects full payment of our long-term debt at maturity of our credit facility in 2018.

(4) Reflects the expected payments associated with our commitment under our non-qualified deferred compensation plan and capital lease obligations on equipment.

Off-Balance Sheet Arrangements

We had no off-balance sheet arrangements or obligations as of December 30, 2014.

Critical Accounting Policies and Estimates

Our consolidated financial statements and accompanying notes are prepared in accordance with US GAAP. Preparing consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. These estimates and assumptions are affected by the application of our accounting policies. Our significant accounting policies are described in Note 1 to our consolidated financial statements. Critical accounting estimates are those that require application of management's most difficult, subjective or complex judgments, often as a result of matters that are inherently uncertain and may change in subsequent periods. While we apply our judgment based on assumptions believed to be reasonable under the circumstances, actual results could vary from these assumptions. It is possible that materially different amounts would be reported using different assumptions. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our financial statements:

Revenue Recognition

We record revenue from the operation of company-owned restaurants when sales occur. In the case of gift card sales, we record revenue when: (i) the gift card is redeemed by the customer and (ii) we determine the likelihood of the gift card being redeemed by the customer is remote (gift card breakage). We record royalties from franchise restaurant sales based on a percentage of restaurant revenues in the period the related franchised restaurants' revenues are earned. Area development fees and franchise fees are recognized as income when all material services or conditions relating to the sale of the franchise have been substantially performed or satisfied by us. Both franchise fees and area development fees are generally recognized as income upon the opening of a franchise restaurant or upon termination of the agreement(s).

Property and Equipment

We state the value of our property and equipment, primarily leasehold improvements, restaurant equipment and furniture and fixtures, at cost, minus accumulated depreciation and amortization. We calculate depreciation using the straight-line method of accounting over the estimated useful lives of the related assets. We amortize our leasehold improvements using the straight-line method of accounting over the shorter of the lease term (including reasonably assured renewal periods) or the estimated useful lives of the related assets. We expense repairs and maintenance as incurred, but capitalize major improvements and betterments. We make judgments and estimates related to the expected useful lives of these assets that are affected by factors such as changes in economic conditions and changes in operating performance. If we change those assumptions in the future, we may be required to record impairment charges for these assets.

Business Combinations and Intangible Assets Including Goodwill

We account for acquisitions using the purchase method of accounting. Accordingly, assets acquired and liabilities assumed are recorded at their estimated fair values at the acquisition date. The excess of purchase price over fair value of net assets acquired, including the amount assigned to identifiable intangible assets, is recorded as goodwill. Given the time it takes to obtain pertinent information to finalize the acquired company's balance sheet, it may be several quarters before we are able to finalize those initial fair value estimates. Accordingly, it is not uncommon for the initial estimates to be subsequently revised. The results of operations of acquired businesses are included in the consolidated financial statements from the acquisition date. Our recorded identifiable intangible assets primarily include the estimated value assigned to certain contract based assets, primarily favorable or unfavorable lease arrangements, which are amortized on a straight-line basis over the remaining lease terms. At December 30, 2014, we had goodwill recorded in conjunction with franchise acquisitions of $6.4 million. Under the accounting rules, goodwill is not amortized. Instead, goodwill is subject to annual reviews for impairment on the first day of the fourth fiscal quarter.

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Self-Insurance Programs

We are self-insured for health, workers' compensation, general and liability and property damage. Predetermined loss limits have been arranged with insurance companies to limit our per occurrence cash outlay. Estimated costs to settle reported claims and incurred but unreported claims for health and workers' compensation self-insured plans are recorded in accrued payroll and benefits and for general and liability and property damage in accrued expenses and other liabilities.

Rent

We record rent expense for our leases, which generally have escalating rentals over the term of the lease, on a straight-line basis over the lease term. The lease term includes renewal options that are reasonably assured. Rent expense begins when we have the right to control the use of the property, which is typically before rent payments are due under the lease. We record the difference between the rent expense and rent paid as deferred rent in the consolidated balance sheet. Rent expense for the period prior to the restaurant opening is reported as pre-opening expense in the consolidated statements of income. Tenant incentives used to fund leasehold improvements are recorded in deferred rent and amortized as reductions of rent expense over the term of the lease.

Certain of our operating leases contain clauses that provide additional contingent rent based on a percentage of sales greater than certain specified target amounts. We recognize contingent rent expense when the achievement of specified targets is considered probable.

Recent Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Updated ("ASU"), "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern." This update requires management of the Company to evaluate whether there is substantial doubt about the Company’s ability to continue as a going concern. This update is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. Early adoption is permitted. The Company does not expect this standard to have an impact on the Company’s consolidated financial position or results of operations.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers." The pronouncement was issued to clarify the principles for recognizing revenue and to develop a common revenue standard and disclosure requirements for U.S. GAAP and International Financial Reporting Standards ("IFRS"). The pronouncement is effective for reporting periods beginning after December 15, 2016. The adoption of ASU 2014-09 is not expected to significantly affect the Company’s consolidated financial position or results of operations.

JOBS Act

We qualify as an "emerging growth company" pursuant to the provisions of the JOBS Act. For as long as we are an "emerging growth company," we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies," including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, exemptions from the requirements of holding advisory "say-on-pay" votes on executive compensation, shareholder advisory votes on golden parachute compensation and the extended transition period for complying with the new or revised accounting standards.

In addition, Section 107 of the JOBS Act also provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. An "emerging growth company" can therefore delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we have chosen to "opt out" of such extended transition period and, as a result, we will comply with new or revised accounting standards on the relevant dates on which adoption of such standards is required for non-emerging growth companies. Section 107 of the JOBS Act provides that our decision to opt out of the extended transition period for complying with new or revised accounting standards is irrevocable.

ITEM 7A. Quantitative and Qualitative Disclosure about Market Risk

Interest Rate Risk

We are exposed to market risk from changes in interest rates on debt. Our exposure to interest rate fluctuations is limited to our outstanding bank debt, which bears interest at variable rates. As of December 30, 2014 there was $27.5 million in outstanding borrowings under our credit facility. A plus or minus 1.0% in the effective interest rate applied on these loans would have resulted in a pre-tax interest expense fluctuation of approximately $275,000 on an annualized basis.

Commodity Price Risk

We purchase certain products that are affected by commodity prices and are, therefore, subject to price volatility caused by weather, market conditions and other factors which are not considered predictable or within our control. Although these products are subject to changes in commodity prices, certain purchasing contracts or pricing arrangements contain risk management techniques designed to minimize price volatility. The purchasing contracts and pricing arrangements we use may result in unconditional purchase obligations, which are not reflected in our consolidated balance sheets. Typically, we use these types of purchasing techniques to control costs as an alternative to directly managing financial instruments to hedge commodity prices. In many cases, we believe we

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will be able to address material commodity cost increases by adjusting our menu pricing or changing our product delivery strategy. However, increases in commodity prices, without adjustments to our menu prices, could increase restaurant operating costs as a percentage of company-owned restaurant revenue.

Inflation

The primary inflationary factors affecting our operations are food, labor costs, energy costs and materials used in the construction of new restaurants. Increases in the minimum wage directly affect our labor costs. Many of our leases require us to pay taxes, maintenance, repairs, insurance and utilities, all of which are generally subject to inflationary increases. Finally, the cost of constructing our restaurants is subject to inflationary increases in the costs of labor and material. Over the past five years, inflation has not significantly affected our operating results.

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ITEM 8. Financial Statements and Supplementary Data

Noodles & Company
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
Consolidated Financial Statements



See accompanying notes to consolidated financial statements.

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Noodles & Company
Consolidated Balance Sheets
(in thousands, except share and per share data)

| | December 30, 2014 | December 31, 2013 |
|---|---|---|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | $ 1,906 | $ 968 |
| Accounts receivable | 4,557 | 4,229 |
| Inventories | 9,415 | 7,223 |
| Prepaid expenses and other assets | 6,271 | 5,310 |
| Income tax receivable | 627 | 603 |
| Total current assets | 22,776 | 18,333 |
| Property and equipment, net | 205,573 | 167,614 |
| Goodwill | 6,400 | — |
| Intangibles, net | 1,927 | 351 |
| Other assets, net | 2,227 | 1,504 |
| Total long-term assets | 216,127 | 169,469 |
| Total assets | $ 238,903 | $ 187,802 |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | $ 10,865 | $ 8,167 |
| Accrued payroll and benefits | 4,704 | 7,121 |
| Accrued expenses and other current liabilities | 8,560 | 7,747 |
| Current deferred tax liabilities, net | 1,702 | 1,130 |
| Total current liabilities | 25,831 | 24,165 |
| Long-term debt | 27,500 | 6,312 |
| Deferred rent | 35,498 | 28,846 |
| Deferred tax liabilities, net | 6,512 | 1,146 |
| Other long-term liabilities | 3,447 | 2,860 |
| Total liabilities | 98,788 | 63,329 |
| Stockholders' equity: | | |
| Preferred Stock—$0.01 par value, authorized 1,000,000 shares; no shares issued or outstanding | — | — |
| Common stock—$0.01 par value, authorized 180,000,000 shares as of December 30, 2014 and December 31, 2013; 29,820,340 and 29,544,557 issued and outstanding as of December 30, 2014 and December 31, 2013, respectively | 298 | 295 |
| Treasury stock, at cost, 67,586 and 65,478 shares as of December 30, 2014 and December 31, 2013, respectively | (2,848) | (2,777) |
| Additional paid-in capital | 120,929 | 116,647 |
| Retained earnings | 21,736 | 10,308 |
| Total stockholders' equity | 140,115 | 124,473 |
| Total liabilities and stockholders' equity | $ 238,903 | $ 187,802 |

See accompanying notes to consolidated financial statements.

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Noodles & Company
Consolidated Statements of Income
(in thousands, except share and per share data)

| | Fiscal Year Ended | | |
|---|---|---|---|
| | December 30, 2014 | December 31, 2013 | January 1, 2013 |
| Revenue: | | | |
| Restaurant revenue | $398,993 | $347,140 | $297,264 |
| Franchise royalties and fees | 4,748 | 3,784 | 3,146 |
| Total revenue | 403,741 | 350,924 | 300,410 |
| Costs and expenses: | | | |
| Restaurant operating costs (exclusive of depreciation and amortization, shown separately below): | | | |
| Cost of sales | 107,217 | 91,892 | 78,997 |
| Labor | 120,492 | 104,040 | 89,435 |
| Occupancy | 42,540 | 35,173 | 29,323 |
| Other restaurant operating costs | 52,580 | 44,078 | 36,380 |
| General and administrative | 31,394 | 35,893 | 29,081 |
| Depreciation and amortization | 24,787 | 20,623 | 16,719 |
| Pre-opening | 4,425 | 3,809 | 3,145 |
| Asset disposals, closure costs and restaurant impairments | 1,391 | 1,164 | 1,278 |
| Total costs and expenses | 384,826 | 336,672 | 284,358 |
| Income from operations | 18,915 | 14,252 | 16,052 |
| Debt extinguishment expense | — | 624 | 2,646 |
| Interest expense | 365 | 2,196 | 5,028 |
| Income before income taxes | 18,550 | 11,432 | 8,378 |
| Provision for income taxes | 7,122 | 4,767 | 3,215 |
| Net income | $11,428 | $6,665 | $5,163 |
| Earnings per Class A and Class B common stock, combined | | | |
| Basic | $0.38 | $0.25 | $0.22 |
| Diluted | $0.37 | $0.24 | $0.22 |
| Weighted average Class A and Class B common stock outstanding, combined | | | |
| Basic | 29,717,304 | 26,406,904 | 23,238,984 |
| Diluted | 31,001,099 | 27,688,629 | 23,265,542 |

See accompanying notes to consolidated financial statements.

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Noodles & Company
Consolidated Statements of Comprehensive Income
(in thousands)

| | Fiscal Year Ended | | |
|---|---|---|---|
| | December 30, 2014 | December 31, 2013 | January 1, 2013 |
| Net income | $11,428 | $6,665 | $5,163 |
| Other comprehensive income: | | | |
| Cash flow hedges: | | | |
| Loss recognized in accumulated other comprehensive income | — | — | (186) |
| Reclassification of loss to net income | — | — | 382 |
| Unrealized income on cash flow hedges | — | — | 196 |
| Provision for income tax on cash flow hedges | — | — | (168) |
| Other comprehensive income, net of tax | — | — | 28 |
| Comprehensive income | $11,428 | $6,665 | $5,191 |

See accompanying notes to consolidated financial statements.

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Noodles & Company
Consolidated Statements of Equity
(in thousands, except share data)

| | Common Stock[1] | | Treasury | | Additional Paid-In Capital | Accumulated Other Comprehensive Loss | Retained Earnings (Accumulated Deficit) | Total Stockholders' Equity | Temporary Equity |
|---|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | Shares | Amount | | | | | |
| Balance—January 3, 2012 | 23,238,984 | $232 [2] | — | $— | $6,291 | $(52) | $(1,520) | $4,951 | $2,572 |
| Tax benefit on exercise of stock options | — | — | — | — | 27 | — | — | 27 | — |
| Stock-based compensation expenses | — | — | — | — | 1,315 | — | — | 1,315 | — |
| 2010 Merger-transaction expenses | — | — | — | — | (48) | — | — | (48) | — |
| Temporary equity related to put options | — | — | — | — | — | — | (1,029) | (1,029) | 1,029 |
| Net income | — | — | — | — | — | — | 5,163 | 5,163 | — |
| Unrealized income on cash flow hedges, net of tax | — | — | — | — | — | 28 | — | 28 | — |
| Balance—January 1, 2013 | 23,238,984 | 232 [2] | — | — | 7,585 | (24) | 2,614 | 10,407 | 3,601 |
| Issuance of common stock in connection with IPO, net of transaction expenses | 6,160,714 | 62 | — | — | 100,007 | — | — | 100,069 | — |
| Elimination of temporary equity at IPO | — | — | — | — | 2,572 | — | 1,029 | 3,601 | (3,601) |
| Proceeds from exercise of stock options, warrants and employee stock purchase plan | 144,907 | 1 | — | — | 1,981 | — | — | 1,982 | — |
| Treasury shares acquired | — | — | 65,478 | (2,777) | — | — | — | (2,777) | — |
| Tax benefit on exercise of stock options | — | — | — | — | 201 | — | — | 201 | — |
| Stock-based compensation expense | | — | — | — | 1,098 | — | — | 1,098 | — |
| Stock-based compensation | — | — | — | — | 3,203 | — | — | 3,203 | — |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| expense related to acceleration of vesting | | | | | | | | | |
| Other | (48) | — | — | — | — | 24 | — | 24 | — |
| Net Income | — | — | — | — | — | — | 6,665 | 6,665 | — |
| Balance—December 31, 2013 | 29,544,557 | 295 [2] | 65,478 | (2,777) | 116,647 | — | 10,308 | 124,473 | — |
| Proceeds from exercise of stock options, warrants and employee stock purchase plan | 275,783 | 3 | — | — | 2,673 | — | — | 2,676 | — |
| Treasury shares acquired | — | — | 2,108 | (71) | — | — | — | (71) | — |
| Tax benefit on exercise of stock options | — | — | — | — | 253 | — | — | 253 | — |
| Stock-based compensation expense | — | — | — | — | 1,418 | — | — | 1,418 | — |
| Other | — | — | — | — | (62) | — | — | (62) | — |
| Net Income | — | — | — | — | — | — | 11,428 | 11,428 | — |
| Balance—December 30, 2014 | 29,820,340 | $ 298 [2] | 67,586 | $ (2,848) | $ 120,929 | $ — | $ 21,736 | $ 140,115 | $ — |

(1) Unless otherwise noted, activity relates to Class A common stock

(2) Includes 1,522,098 and 6,292,640 shares of Class B common stock as of December 30, 2014 and December 31, 2013, respectively, and one share of Class C common stock as of January 1, 2013

See accompanying notes to consolidated financial statements.

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Noodles & Company
Consolidated Statements of Cash Flows
(in thousands)

| | Fiscal Year Ended | | |
|---|---|---|---|
| | December 30, 2014 | December 31, 2013 | January 1, 2013 |
| Operating activities | | | |
| Net income | $11,428 | $6,665 | $5,163 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 24,787 | 20,623 | 16,719 |
| Provision for deferred income taxes | 6,330 | 4,206 | 2,607 |
| Excess tax benefit on stock-based compensation | (253) | (201) | (27) |
| Asset disposals, closure costs and restaurant impairments | 1,391 | 1,164 | 1,278 |
| Amortization of debt issuance costs and debt extinguishment expense | 101 | 710 | 3,227 |
| Stock-based compensation | 1,330 | 4,230 | 1,234 |
| Other noncash | — | (248) | (341) |
| Changes in operating assets and liabilities: | | | |
| Accounts receivable and income tax receivable | (75) | 538 | (1,124) |
| Inventories | (1,840) | (1,181) | (1,447) |
| Prepaid expenses and other assets | (1,768) | (1,518) | (644) |
| Accounts payable | 2,661 | (230) | (155) |
| Deferred rent | 6,390 | 5,833 | 4,369 |
| Income taxes | (24) | 392 | 20 |
| Accrued expenses and other liabilities | (1,431) | 2,651 | 1,190 |
| Net cash provided by operating activities | 49,027 | 43,634 | 32,069 |
| Investing activities | | | |
| Purchases of property and equipment | (56,352) | (54,429) | (47,384) |
| Acquisition of franchise restaurants | (15,708) | — | — |
| Net cash used in investing activities | (72,060) | (54,429) | (47,384) |
| Financing activities | | | |
| Proceeds from issuances of long-term debt | 310,479 | 136,357 | 105,697 |
| Payments on long-term debt | (289,292) | (224,526) | (89,549) |
| Debt issuance costs | — | (124) | (754) |
| Acquisition of treasury stock | (71) | (2,777) | — |
| Issuance of common stock, net of transaction expenses | — | 100,069 | (48) |
| Proceeds from exercise of stock options, warrants and employee stock purchase plan | 2,676 | 1,982 | — |
| Excess tax benefit on stock-based compensation | 253 | 201 | 27 |
| Other financing activities | (74) | — | — |
| Net cash provided by financing activities | 23,971 | 11,182 | 15,373 |
| Net increase in cash and cash equivalents | 938 | 387 | 58 |
| Cash and cash equivalents | | | |
| Beginning of year | 968 | 581 | 523 |
| End of year | $1,906 | $968 | $581 |

See accompanying notes to consolidated financial statements.

## 1. Business and Summary of Significant Accounting Policies

### Business

Noodles & Company (the "Company" or "Noodles & Company"), a Delaware corporation, develops and operates fast casual restaurants that serve globally inspired noodle and pasta dishes, soups, salads and sandwiches. As of December 30, 2014, there were 386 company-owned restaurants and 53 franchise restaurants in 32 states and the District of Columbia. The Company operates its business as one operating and reportable segment.

On December 5, 2013, the Company completed a follow-on offering of 4,500,000 shares of Class A common stock at a price of $39.50 per share. All of the shares in the offering were offered by selling stockholders, except for 108,267 shares offered by the Company, the proceeds of which were used to repurchase the same number of shares from certain officers at the same net price per share. The Company did not receive any net proceeds from the offering. The selling stockholders paid all of the underwriting discounts and commissions associated with the sale of the shares; however, the Company incurred approximately $696,000 in costs and expenses related to this offering.

On July 2, 2013, the Company completed an initial public offering ("IPO") of shares of Class A common stock at $18.00 per share. The Company issued 6,160,714 shares of Class A common stock, $0.01 par value, including 803,571 shares sold to the underwriters in the IPO pursuant to their over-allotment option. After underwriter discounts and commissions and estimated offering expenses, the Company received net proceeds from the offering of approximately $100.2 million. These proceeds were used to repay all but $0.2 million of outstanding debt under the Company's credit facility.

In December 2010, Catterton Partners ("Catterton") and Argentia Private Investments Inc. ("Argentia") completed an equity recapitalization to purchase approximately 90% of the Company's equity interests. Catterton and Argentia sold shares in the follow-on offering that closed in December of 2013 and own 50.6% of the Company's common shares outstanding as of December 30, 2014.

All share and per share data, including options, have been retroactively adjusted in the accompanying financial statements to reflect a reverse stock split. See Note 9 "Stockholders' Equity."

### Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Noodles & Company and its subsidiaries. All material intercompany balances and transactions are eliminated in consolidation.

### Fiscal Year

The Company operates on a 52- or 53-week fiscal year ending on the Tuesday closest to December 31. Fiscal years 2014, 2013 and 2012, which ended on December 30, 2014, December 31, 2013 and January 1, 2013, respectively, each contained 52 weeks.

### Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

### Cash and Cash Equivalents

The Company considers all highly liquid investment instruments with an initial maturity of three months or less when purchased to be cash equivalents. Amounts receivable from credit card processors are converted to cash shortly after the related sales transaction and are considered to be cash equivalents because they are both short-term and highly liquid in nature. Amounts receivable from credit card processors are considered cash equivalents, and as of December 30, 2014 and December 31, 2013 were $1.2 million and $1.5 million, respectively, and were offset on the consolidated balance sheets by outstanding checks. Book overdrafts, which are outstanding checks in excess of cash and cash equivalents, are recorded with accounts payable in the accompanying consolidated balance sheets and within operating activities in the accompanying statements of cash flows.

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NOODLES & COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Business and Summary of Significant Accounting Policies (continued)
Accounts Receivable
Accounts receivable consist primarily of tenant improvement receivables and vendor rebates receivable, as well as amounts due from franchisees and other miscellaneous receivables. The Company believes all amounts to be collectible. Accordingly, no allowance for doubtful accounts has been recorded as of December 30, 2014 or December 31, 2013.
Inventories
Inventories consist of food, beverages, supplies, and smallwares, and are stated at the lower of cost (first-in, first-out method) or market. Smallwares inventory, which consist of the plates, silverware, and cooking utensils used in the restaurants, are frequently replaced and are considered current assets. Replacement costs of smallwares inventory are recorded as other restaurant operating costs and are expensed as incurred. As of December 30, 2014 and December 31, 2013, smallwares inventory of $6.2 million and $4.5 million, respectively, were included on the consolidated balance sheets.
Property and Equipment
Property and equipment are stated at cost, less accumulated depreciation. Expenditures for major renewals and improvements are capitalized, while expenditures for minor replacements and maintenance and repairs are expensed as incurred. Upon retirement or disposal of assets, the accounts are relieved of cost and accumulated depreciation and the related gain or loss is reflected in earnings. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of the estimated useful life or the lease term, which generally includes option periods that are reasonably assured to be exercised. Depreciation and amortization expense on property and equipment, including assets under capital lease, was $24.8 million in 2014, $20.6 million in 2013 and $16.7 million in 2012.
The estimated useful lives for property and equipment are:

| Property and Equipment | Estimated Useful Lives |
|---|---|
| Leasehold improvements | Shorter of lease term or estimated useful life, not to exceed 20 years |
| Furniture and fixtures | 3 to 15 years |
| Equipment | 3 to 7 years |

The Company capitalizes internal payroll and payroll related costs directly related to the successful acquisition, development, design and construction of its new restaurants. Capitalized internal costs were $2.9 million, $2.6 million and $2.3 million in 2014, 2013 and 2012, respectively. Interest incurred on funds used to construct company-owned restaurants is capitalized and amortized over the estimated useful life of the related assets. Capitalized interest totaled $0.4 million in 2014, $0.3 million in 2013 and $0.3 million in 2012.
Goodwill
Goodwill represents the excess of purchase price over the fair value of identifiable net assets acquired and is not subject to amortization. The Company evaluates goodwill annually, on the first day of the Company's fourth fiscal quarter, to determine if there have been any events or circumstances that would trigger a more-likely-than-not reduction in the fair value of a reporting unit below its carrying amount. In 2014, no indications of impairment were identified.
Intangibles, net
Intangible, net consist primarily of reacquired franchise rights, favorable lease agreements, trademarks and transferable liquor licenses. The Company amortizes the fair value of reacquired franchise rights over the remaining contractual terms of the reacquired franchise area development agreements at the time of acquisition, which ranged from approximately 12 years to 19 years as of December 30, 2014. The Company amortizes the fair value of favorable lease agreements over the remaining related lease terms at the time of the acquisition, which ranged from

approximately five years to 14 years as of December 30, 2014. Trademark rights are considered indefinite lived intangibles, the carrying value of which is analyzed for impairment at least annually. Transferable liquor licenses are carried at the lower of fair value or cost and are reviewed annually for impairment or changes in circumstances that indicate that the carrying amount may not be recoverable.

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1. Business and Summary of Significant Accounting Policies (continued)

Other Assets

Other assets consist primarily of unamortized debt issuance costs and long term deposits. Direct costs incurred for the issuance of debt are capitalized and amortized using the straight-line method, which approximates the effective interest method, over the term of the debt. During 2013 and 2012, the Company incurred debt issuance costs related to amendments of its credit facility in 2013 and 2012. See Note 5 "Borrowings."

Net debt issuance costs of $0.4 million and $0.5 million are recorded in other assets, net of accumulated amortization of $0.3 million and $0.2 million, as of December 30, 2014 and December 31, 2013, respectively. In 2013 and 2012, the Company amended and restated its credit facility. The Company wrote off $0.6 million and $2.6 million of debt issuance costs, net of accumulated amortization of $0.3 million and $0.8 million in 2013 and 2012, respectively.

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets is measured by a comparison of the carrying amount of the assets to the future undiscounted net cash flows expected to be generated by the assets. Identifiable cash flows are measured at the lowest level for which they are largely independent of the cash flows of other groups of assets and liabilities, generally at the restaurant level. If the assets are determined to be impaired, the amount of impairment recognized is the amount by which the carrying amount of the assets exceeds their fair value. Estimates of future cash flows are based on the Company's experience and knowledge of local operations. The Company recorded impairment charges of certain long-lived assets of $57,000, $54,000 and $0.1 million in 2014, 2013 and 2012, respectively, which are included in asset disposals, closure costs and restaurant impairments in the consolidated statements of income. Fair value of the restaurants was determined using Level 3 inputs (as described in Note 6 "Fair Value Measurements") based on a discounted cash flows method through the estimated date of closure.

Self-Insurance Programs

The Company self-insures for health, workers' compensation, general liability and property damage. Predetermined loss limits have been arranged with insurance companies to limit the Company's per occurrence cash outlay. Estimated costs to settle reported claims and incurred but unreported claims for health and workers' compensation self-insured plans are recorded in accrued payroll and benefits and for general liability and property damage in accrued expenses and other liabilities.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company's cash balances may exceed federally insured limits. Credit card transactions at the Company's restaurants are processed by one service provider. Concentration of credit risk related to accounts receivable are limited, as the Company's receivables are primarily amounts due from landlords for the reimbursement of tenant improvements and the Company generally has the right to offset rent due for tenant improvement receivables.

Revenue Recognition

Revenue consists of sales from restaurant operations and franchise royalties and fees. Revenue from the operation of company-owned restaurants are recognized when sales occur. The Company reports revenue net of sales and use taxes collected from customers and remitted to governmental taxing authorities.

The Company sells gift cards which do not have an expiration date, and it does not deduct non-usage fees from outstanding gift card balances. The Company recognizes revenue from gift cards when the gift card is redeemed by the customer or the Company determines the likelihood of the gift card being redeemed by the customer is remote ("gift card breakage"). The determination of the gift card breakage rate is based upon Company-specific historical redemption patterns. The Company has determined that approximately 6% of gift cards will not be redeemed, which is recognized ratably over the estimated redemption period of the gift card, approximately 18 months. The Company recognized gift card breakage of $0.2 million in each of 2014, 2013 and 2012, in restaurant revenue.

1. Business and Summary of Significant Accounting Policies (continued)

Royalties from franchise restaurants are based on a percentage of restaurant revenues and are recognized in the period the related franchised restaurants' sales occur. Development fees and franchise fees, portions of which are collected in advance, are nonrefundable and are recognized in income when all material services or conditions relating to the sale of the franchise have been substantially performed or satisfied by the Company. Both franchise fees and development fees will generally be recognized upon the opening of a franchise restaurant or upon termination of the agreement(s) between the Company and the franchisee.

As of December 30, 2014, December 31, 2013, and January 1, 2013, there were 53, 62 and 51 franchise restaurants in operation, respectively. Franchisees opened 10, 11 and six restaurants in 2014, 2013 and 2012, respectively. The Company purchased 19 restaurants from franchisees in 2014. See Note 2 "Business Combinations."

Pre-Opening Costs

Pre-opening costs, including rent, wages, benefits and travel for the training and opening teams, food, beverage, and other restaurant operating costs, are expensed as incurred prior to a restaurant opening for business.

Advertising and Marketing Costs

Advertising and marketing costs are expensed as incurred and aggregated $4.4 million, $3.9 million and $2.8 million in 2014, 2013 and 2012, respectively. These costs are included in restaurant operating costs, general and administrative expenses and pre-opening costs based on the nature of the advertising and marketing costs incurred.

Rent

Rent expense for the Company's leases, which generally have escalating rentals over the term of the lease, is recorded on a straight-line basis over the lease term. The lease term includes renewal options which are reasonably assured of being exercised and begins when the Company has control and possession of the leased property, which is typically before rent payments are due under the lease. The difference between the rent expense and rent paid is recorded as deferred rent in the consolidated balance sheets. Rent expense for the period prior to the restaurant opening is reported in pre-opening costs in the consolidated statements of income. Tenant incentives used to fund leasehold improvements are recorded in deferred rent and amortized as a reduction of rent expense over the term of the lease. Certain leases contain rental provisions based on the sales of the underlying restaurants; the Company has determined that the amount of these provisions is immaterial.

Provision for Income Taxes

Provision (benefit) for income taxes is accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those deferred amounts are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company's policy is to recognize interest to be paid on an underpayment of income taxes in interest expense and any related statutory penalties in provision (benefit) for income taxes in the consolidated statement of income.

Comprehensive Income

Comprehensive income consists of the net income and other gains and losses affecting stockholders' equity that, under accounting principles generally accepted in the United States, are excluded from net income. Other comprehensive income, presented in the consolidated statements of comprehensive income for 2012 consist of the unrealized income, net of tax, on the Company's cash flow hedges.

Stock Compensation Expense

The Company recognizes stock-based compensation using fair value measurement guidance for all share-based payments, including stock options and warrants. For option awards, expense is recognized ratably over the vesting period in an amount equal to the fair value of the stock-based awards on the date of grant determined using the

Black-Scholes option pricing model. Warrants are valued using the fair value of the common stock as of the measurement date. See Note 10 "Stock-Based Compensation."

1. Business and Summary of Significant Accounting Policies (continued)

Earnings Per Share

Basic earnings per share ("EPS") are calculated by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding during each period. Diluted earnings per share is calculated using income available to common shareholders divided by diluted weighted-average shares of common stock outstanding during each period. Potentially dilutive securities include shares of common stock underlying stock options and restricted stock. Diluted EPS considers the impact of potentially dilutive securities except in periods in which there is a loss because the inclusion of the potential common shares would have an anti-dilutive effect. See Note 11 "Earnings Per Share."

Reclassification

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported net income.

Recent Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Updated ("ASU"), "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern." This update requires management of the Company to evaluate whether there is substantial doubt about the Company's ability to continue as a going concern. This update is effective for the annual period ending after December 15, 2016, and for annual and interim periods thereafter. Early adoption is permitted. The Company does not expect this standard to have an impact on the Company's consolidated financial position or results of operations.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers." The pronouncement was issued to clarify the principles for recognizing revenue and to develop a common revenue standard and disclosure requirements for U.S. GAAP and International Financial Reporting Standards ("IFRS"). The pronouncement is effective for reporting periods beginning after December 15, 2016. The adoption of ASU 2014-09 is being evaluated and is not expected to significantly affect the Company's consolidated financial position or results of operations.

2. Business Combinations

During 2014, the Company acquired 19 restaurants from its franchisees, through two separate transactions. The total cash purchase price was $15.7 million and the Company incurred acquisition costs related to the transactions of $0.1 million reflected in General and Administrative expense for the year ended December 30, 2014. The consolidated statements of income include the results of operations for the restaurants from the date of acquisition. The pro forma impact of the acquisitions is not presented as the impact was not material to reported results.

The acquisition of the 19 restaurants was accounted for using the purchase method as defined in ASC 805, Business Combination. The goodwill generated by the acquisitions is not amortizable for book purposes but is amortizable and deductible for tax purposes. The assets acquired and liabilities assumed were recorded based on their fair values at the time of the acquisitions, as detailed below:

| | Fair Value at December 30, 2014 |
|---|---|
| Inventories | $352 |
| Prepaid expenses and other assets | 33 |
| Deferred tax asset | 142 |
| Property and equipment | 7,564 |
| Intangibles | 1,567 |
| Goodwill | 6,400 |
| Deferred rent and other liabilities | (319) |

| | |
|---|---|
| Total purchase price | $15,739 |

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2. Business Combinations (continued)
Of the $1.6 million of intangible assets, $1.4 million are related to reacquired franchise rights, which will be amortized on a straight-line basis over an average life of approximately 16 years and $0.2 million are related to favorable leases, which will be amortized on a straight-line basis over an average life of nine years. The unfavorable leases, which were included in deferred rent in the accompanying condensed consolidated balance sheets, will be amortized on a straight-line basis over an average period of 11 years. The fair value measurement of tangible and intangible assets and liabilities as of the acquisition date is based on significant inputs not observed in the market and thus represents a Level 3 measurement that is subject to change.
3. Supplemental Financial Information

Accounts receivable consist of the following (in thousands):

| | 2014 | 2013 |
|---|---|---|
| Tenant improvement receivables | $2,588 | $2,532 |
| Vendor rebate receivables | 983 | 748 |
| Franchise and other receivables | 986 | 949 |
| | $4,557 | $4,229 |

Prepaid expenses and other assets consist of the following (in thousands):

| | 2014 | 2013 |
|---|---|---|
| Prepaid occupancy related costs | $4,135 | $3,318 |
| Other prepaid expenses | 1,997 | 1,917 |
| Other current assets | 139 | 75 |
| | $6,271 | $5,310 |

Property and equipment, net, consist of the following:

| | 2014 | 2013 |
|---|---|---|
| Leasehold improvements | $208,678 | $169,953 |
| Furniture, fixtures and equipment | 114,148 | 92,695 |
| Construction in progress | 12,074 | 11,209 |
| | 334,900 | 273,857 |
| Accumulated depreciation and amortization | (129,327) | (106,243) |
| | $205,573 | $167,614 |

Accrued payroll and benefits consist of the following:

| | 2014 | 2013 |
|---|---|---|
| Accrued payroll and related liabilities | $3,022 | $2,611 |
| Accrued bonus | 803 | 3,383 |
| Insurance liabilities | 879 | 1,127 |
| | $4,704 | $7,121 |

3. Supplemental Financial Information (continued)

Accrued expense and other current liabilities consist of the following:

| | 2014 | 2013 |
|---|---|---|
| Gift card liability | $2,701 | $2,289 |
| Occupancy related | 1,477 | 1,418 |
| Utilities | 1,523 | 1,321 |
| Other accrued expenses | 2,859 | 2,719 |
| | $8,560 | $7,747 |

4. Goodwill and Intangible Assets

The following table presents goodwill as of December 30, 2014 and December 31, 2013, (in thousands).

| | 2014 | 2013 |
|---|---|---|
| Balance at beginning of year | $— | $— |
| Acquisitions | 6,400 | |