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

Form 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): February 21, 2015

Potbelly Corporation
(Exact name of registrant as specified in its charter)

Commission File Number: 001-36104

Delaware
(State or other jurisdiction
of incorporation)

36-4466837
(IRS Employer
Identification No.)

222 Merchandise Mart Plaza, 23rd Floor
Chicago, Illinois 60654
(Address of principal executive offices, including zip code)

(312) 951-0600
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 21, 2015, Charlie Talbot, the Chief Financial Officer (“CFO”) of Potbelly Corporation (the “Company”), informed the Company of his intention to resign from his position as CFO to accept another opportunity. The effective date of his resignation is March 27, 2015.

A copy of the press release announcing Mr. Talbot’s resignation is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Potbelly Corporation Press Release dated February 26, 2015

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 26, 2015

Potbelly Corporation

By: /s/ Matthew J. Revord

Name: Matthew J. Revord

Title: Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Potbelly Corporation Press Release dated February 26, 2015



POTBELLY CORPORATION ANNOUNCES RESIGNATION OF CHIEF FINANCIAL OFFICER

Chicago, IL February 26, 2015 – Potbelly Corporation (NASDAQ: [PBPB](#)) today announced that Charles Talbot, Chief Financial Officer, will be leaving Potbelly to accept a senior leadership position with another company outside of the restaurant industry. Mr. Talbot will continue to serve as Potbelly’s CFO, while an external search is underway, until his departure on March 27, 2015.

Aylwin Lewis, Chairman and Chief Executive Officer of Potbelly, commented, “We are grateful for Charlie’s leadership during his tenure as Potbelly’s Chief Financial Officer. Charlie has been an integral part of the Potbelly team and has made invaluable contributions as we transitioned from a private company to a successful public company. He has been instrumental in establishing our solid financial standing and building the financial infrastructure of the Company. Charlie will stay on with us through March as we transition to a new Chief Financial Officer. We wish Charlie all the best in his future endeavors.”

Mr. Talbot added, “I have truly enjoyed my time and experience at Potbelly. I have had the opportunity to work with great people in an amazing business over the last six and a half years. I look forward to seeing Potbelly continue to grow and successfully execute on the long-term strategy we have put in place.”

About Potbelly

Potbelly Corporation is a fast growing neighborhood sandwich concept offering toasty warm sandwiches, signature salads and other fresh menu items served by engaging people in an environment that reflects the Potbelly brand. Our Vision is for our customers to feel that we are their “Neighborhood Sandwich Shop” and to tell others about their great experience. Our Mission is to make people really happy and to improve every day. Our Passion is to be “The Best Place for Lunch.” The Company owns and operates over 300 shops in the United States and the District of Columbia and our franchisees operate over twenty shops domestically and in the Middle East. For more information, please visit our website at www.potbelly.com.

Contact: **Investor Relations**
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