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

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**Form 8-K**

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

**Date of Report (Date of earliest event reported): March 13, 2019**

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

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**Commission File Number: 001-36104**

**Delaware**  
(State or other jurisdiction  
of incorporation)

**36-4466837**  
(IRS Employer  
Identification No.)

**111 N. Canal Street, Suite 850**  
**Chicago, Illinois 60606**  
(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)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Pete Bassi, Chairman of the Board of Directors (the “Board”) and Chair of the Nominating and Corporate Governance Committee of Potbelly Corporation (the “Company”) has decided not to stand for re-election to the Board at the Company’s 2019 Annual Meeting of the Shareholders, scheduled to be held on May 16, 2019. Mr. Bassi’s decision is not related to any disagreement with the Company or with the Company’s operations, policies, or practices. The Board has selected Dan Ginsberg to serve as the Chairman of the Board and as Chair of the Nominating and Corporate Governance Committee. Mr. Ginsberg has been a member of the Board since 2014.

Ann-Marie Campbell, Chair of the Compensation Committee, and Harvey Kanter, member of the Compensation Committee, have also decided not to stand for re-election to the Board at the Company’s 2019 Annual Meeting of the Shareholders. Neither Ms. Campbell’s nor Mr. Kanter’s decision is related to any disagreement with the Company or with the Company’s operations, policies, or practices.

**Item 7.01. Regulation FD Disclosure.**

On March 15, 2019, the Company issued a press release announcing that Pete Bassi, Chairman of the Company’s Board of Directors, Ann-Marie Campbell, Chair of the Compensation Committee, and Harvey Kanter, member of the Compensation Committee have each decided not to stand for re-election at the Company’s Annual Meeting of the Shareholders, as noted in Item 5.02 above. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference to such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit  
No.**

**Description**

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99.1 [Potbelly Corporation Press Release dated March 15, 2019](#)

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**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: March 15, 2019

**Potbelly Corporation**

By:           /s/ Thomas Fitzgerald          

Name: Thomas Fitzgerald

Title: Senior Vice President and Chief Financial Officer



**POTBELLY CORPORATION ANNOUNCES UPCOMING CHANGES TO  
BOARD OF DIRECTORS**

Chicago, IL, March 15, 2019 – Potbelly Corporation (NASDAQ: [PBPB](#)) today announced that Pete Bassi, Ann-Marie Campbell, and Harvey Kanter have decided to not stand for re-election to Potbelly’s Board of Directors at the Company’s 2019 Annual Meeting of Shareholders in order to focus on other opportunities. The board is currently conducting a search process to add two additional directors in the future.

Mr. Bassi has decided to retire from Potbelly’s board following many years of distinguished service, where he served as Chairman of the Board since August 2017, Lead Director since February 2016, and as a director since January 2009. Dan Ginsberg will assume the role of Chairman of the Board upon Mr. Bassi’s retirement. Mr. Ginsberg has been a director since February 2014 and is currently a member of the Audit Committee and the Nominating and Corporate Governance Committee. Mr. Ginsberg has a comprehensive background in branding strategy, marketing, and advertising. He previously served as Chief Executive Officer of Dermalogica, Chief Executive Officer of Red Bull, NA, Chief Marketing Officer at Hardee’s, and had been an advertising and marketing executive who held executive positions at agencies such as NW Ayer and Cunningham & Walsh.

The decision to step down by Ms. Campbell and Mr. Kanter, who have served as directors since August 2014 and August 2015, respectively, reflects the increasing demands on their time by other commitments. Mr. Kanter was recently appointed as President and Chief Executive Officer of Destination XL Group, Inc. and Ms. Campbell has assumed increasing responsibilities at The Home Depot, Inc. as Executive Vice President, US Stores.

“We are extremely grateful to Pete for his exemplary service on our Board and his many contributions to Potbelly. His dedication and vast expertise have been invaluable, and he will be missed by all of us,” said Alan Johnson, Potbelly’s President and Chief Executive Officer, and a member of its Board of Directors. “In addition, I would like to thank both Ann-Marie and Harvey for their many significant contributions to the strategic direction of the Company. I sincerely valued their advice and insight when I joined Potbelly a little over a year ago. I strongly believe our Company is on course to a period of positive change because of their guidance.”

The Company expects to hold its 2019 Annual Meeting of Shareholders on May 16, 2019.

**About Potbelly**

Potbelly Corporation is a neighborhood sandwich concept that has been feeding customers’ smiles with warm, toasty sandwiches, signature salads, hand-dipped shakes and other fresh menu items, customized just the way customers want them, for more than 40 years. Potbelly promises Fresh, Fast & Friendly service in an environment that reflects the local neighborhood. Since opening its first shop in Chicago in 1977, Potbelly has expanded to neighborhoods across the country—with more than 400 company-owned shops in the United States. Additionally, Potbelly franchisees operate approximately 40 shops domestically, in the Middle East, Canada and India. For more information, please visit our website at [www.potbelly.com](http://www.potbelly.com).

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