

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

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

**Potbelly Corporation**

(Exact name of registrant as specified in its charter)

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

**36-4466837**  
(I.R.S. Employer  
Identification No.)

**Amended and Restated Potbelly Corporation 2013 Long-Term Incentive Plan**  
(Full title of the plan)

**Matthew J. Revord**  
Senior Vice President, Chief Legal Officer, General Counsel and Secretary  
**Potbelly Corporation**  
**111 N. Canal, Suite 850, Chicago, Illinois 60606**  
(Name and address of agent for service)

**312-951-0600**  
(Telephone number, including area code, of agent for service)

*copy to:*

**Edward S. Best**  
**Mayer Brown LLP**  
**71 South Wacker Drive**  
**Chicago, Illinois 60606**

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.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| Title of securities<br>to be registered | Amount<br>to be<br>registered (1) | Proposed<br>maximum<br>offering price<br>per share (3) | Proposed<br>maximum<br>aggregate<br>price | Amount of<br>registration fee |
|---|-----------------------------------|--|---|-------------------------------|
| Common Stock \$0.01 par value           | 1,000,000 (2)                     | \$12.24  | \$12,240,000                              | \$1,232.57                    |

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) The Registrant is registering 1,000,000 additional shares issuable under the Amended and Restated Potbelly Corporation 2013 Long-Term Incentive Plan pursuant to this Registration Statement.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on August 2, 2016.

## EXPLANATORY NOTE

Potbelly Corporation (the “Registrant”) is filing this Registration Statement to register 1,000,000 additional shares of its common stock, par value \$0.01 per share, reserved for issuance under the Amended and Restated Potbelly Corporation 2013 Long-Term Incentive Plan. This Registration Statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act. Upon the filing and effectiveness of this Registration Statement, the total number of shares of Common Stock registered pursuant to the Amended and Restated Potbelly Corporation 2013 Long-Term Incentive Plan is 2,500,000.

The contents of the Registrant’s previously filed registration statements on Form S-8 relating to the Potbelly Corporation 2013 Long-Term Incentive Plan (No. 333-191917 filed with the Securities and Exchange Commission (the “Commission”) on October 25, 2013) are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statements are modified as set forth in this Registration Statement.

### Part II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### **Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission by us are incorporated by reference in this Registration Statement:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 27, 2015, filed with the Commission on February 24, 2016 (Commission File No. 001-36104 (the “Annual Report”));
- (b) The Registrant’s Quarterly Reports on Form 10-Q for the fiscal quarter ended March 27, 2016 filed with the Commission on May 4, 2016 and for the fiscal quarter ended June 26, 2016 filed with the Commission on August 3, 2016;
- (c) The Registrant’s Current Reports on Form 8-K filed with the Commission on February 19, 2016, May 17, 2016 and August 4, 2016; and
- (d) The description of the Common Stock set forth under the heading “Description of Registrant’s Securities to be Registered” contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-36104 filed with the Commission pursuant to Section 12 of the Exchange Act on September 30, 2013).

In addition, all documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. In no event, however, will any information that the Registrant discloses under Item 2.02 or 7.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement.

Any statement contained in this Registration Statement or any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which

also is or is deemed to be incorporated by reference herein is inconsistent with or modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

**Item 8. Exhibits.**

See Exhibit Index which is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on August 4, 2016.

POTBELLY CORPORATION

By: /s/ Aylwin Lewis  
Aylwin Lewis  
*Chief Executive Officer and President*

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Aylwin Lewis, Michael Coyne and Matthew Revord, and each of them, as such person's true and lawful attorney in fact and agent with full power of substitution, for such person in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney in fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney in fact, proxy and agent, or such person's substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated.

| <u>Name</u>   | <u>Position</u>  | <u>Date</u>    |
|---|--|----------------|
| <u>/s/ Aylwin Lewis</u><br>Aylwin Lewis                 | Director, Chief Executive Officer and President (Principal Executive Officer)                  | August 4, 2016 |
| <u>/s/ Michael Coyne</u><br>Michael Coyne               | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | August 4, 2016 |
| <u>/s/ Peter Bassi</u><br>Peter Bassi                   | Director   | August 4, 2016 |
| <u>/s/ Ann-Marie Campbell</u><br>Ann-Marie Campbell     | Director   | August 4, 2016 |
| <u>/s/ Susan Chapman-Hughes</u><br>Susan Chapman-Hughes | Director   | August 4, 2016 |
| <u>/s/ Dan Ginsberg</u><br>Dan Ginsberg                 | Director   | August 4, 2016 |

| <u>Name</u>   | <u>Position</u> | <u>Date</u>    |
|---|-----------------|----------------|
| <hr/> <i>/s/ Marla Gottschalk</i><br>Marla Gottschalk | Director        | August 4, 2016 |
| <hr/> <i>/s/ Harvey Kanter</i><br>Harvey Kanter       | Director        | August 4, 2016 |
| <hr/> <i>/s/ Carl Warschausky</i><br>Carl Warschausky | Director        | August 4, 2016 |

## EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description of Document</u>   |
|-----------------------|--|
| 4.1                   | Seventh Amended and Restated Certificate of Incorporation of Potbelly Corporation (filed as Exhibit 3.1 to Form S-1 (File No. 333-190893) filed on August 29, 2013 and incorporated herein by reference) |
| 4.2                   | Amended and Restated By-laws of Potbelly Corporation (filed as Exhibit 3.2 to Form S-1 (File No. 333-190893) filed on August 29, 2013 and incorporated herein by reference)                              |
| 4.4                   | Amended and Restated Potbelly Corporation 2013 Long-Term Incentive Plan (filed as Exhibit 10.1 to Form 8-K (File No. 001-36104) filed on August 4, 2016 and incorporated herein by reference)            |
| 5.1                   | Opinion of Mayer Brown LLP as to the legality of the common stock  |
| 23.1                  | Consent of Deloitte & Touche LLP, independent registered public accounting firm  |
| 23.2                  | Consent of Mayer Brown LLP (included in Exhibit 5.1)   |
| 24.1                  | Powers of Attorney (included in this Registration Statement under "Signatures")  |

Mayer Brown LLP  
71 South Wacker Drive  
Chicago, Illinois 60606-4637

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Main Fax +1 312 701 7711  
www.mayerbrown.com

August 4, 2016

Potbelly Corporation  
111 N. Canal Street, Suite 850  
Chicago, Illinois 60606

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Potbelly Corporation, a Delaware corporation (the "Company"), in connection with the registration statement on Form S-8 (the "Registration Statement") relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 1,000,000 additional shares of the Company's common stock, par value \$0.01 per share (the "Shares"), issuable pursuant to the Company's Amended and Restated 2013 Long-Term Incentive Plan (the "Plan").

As counsel to the Company, we have examined the Company's certificate of incorporation and the Company's bylaws and resolutions of the board of directors of the Company. We have also examined such other documents and instruments and have made such further investigations as we have deemed necessary or appropriate in connection with this opinion. In expressing the opinion set forth below, we have assumed the genuineness of all signatures, the conformity to the originals of all documents reviewed by us as copies, the authenticity and completeness of all original documents reviewed by us in original or copy form and the legal competence of each individual executing any document. As to matters of fact (but not as to legal conclusions), to the extent we deemed proper, we have relied on certificates of responsible officers of the Company and of public officials.

Based upon and subject to the foregoing, and having regard for legal considerations which we deem relevant, we are of the opinion that the Shares have been duly authorized and, when issued and sold in accordance with the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the Delaware General Corporation Law and we express no opinion with respect to any other laws.

We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Mayer Brown LLP

Mayer Brown LLP

Mayer Brown LLP operates in combination with other Mayer Brown entities (the "Mayer Brown Practices"), which have offices in North America, Europe and Asia and are associated with Tauil & Chequer Advogados, a Brazilian law partnership.



**Deloitte & Touche LLP**  
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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 24, 2016, relating to the consolidated financial statements of Potbelly Corporation and subsidiaries appearing in the Annual Report on Form 10-K of Potbelly Corporation and subsidiaries for the year ended December 27, 2015.

*Deloitte & Touche LLP*

Chicago, Illinois  
August 3, 2016

Member of  
Deloitte Touche Tohmatsu Limited