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

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**FORM 10-Q**

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

For the Quarterly Period Ended September 28, 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: 001-36104

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**Potbelly Corporation**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or Other Jurisdiction of  
Incorporation)

36-4466837  
(IRS Employer  
Identification Number)

222 Merchandise Mart Plaza, 23rd Floor  
Chicago, Illinois 60654  
(Address, including Zip Code, of Principal Executive Offices)

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

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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  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). Yes  No

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 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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Common stock, \$0.01 Par Value – 28,965,043 shares as of October 31, 2014

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**POTBELLY CORPORATION**  
**QUARTERLY REPORT ON FORM 10-Q**  
**TABLE OF CONTENTS**

	<b>Page</b>
<b>PART I. <a href="#">FINANCIAL INFORMATION</a></b>	
Item 1. <a href="#">Financial Statements</a>	3
<a href="#">Condensed Consolidated Balance Sheets</a>	3
<a href="#">Condensed Consolidated Statements of Operations</a>	4
<a href="#">Condensed Consolidated Statement of Redeemable Convertible Preferred Stock and Equity (Deficit)</a>	5
<a href="#">Condensed Consolidated Statements of Cash Flows</a>	6
<a href="#">Notes to Condensed Consolidated Financial Statements</a>	7
Item 2. <a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	12
Item 3. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	19
Item 4. <a href="#">Controls and Procedures</a>	19
<b>PART II. <a href="#">OTHER INFORMATION</a></b>	
Item 1. <a href="#">Legal Proceedings</a>	20
Item 1A. <a href="#">Risk Factors</a>	20
Item 2. <a href="#">Unregistered Sale of Equity Securities and Use of Proceeds</a>	20
Item 6. <a href="#">Exhibits</a>	20
<a href="#">Signature</a>	21

**PART I. FINANCIAL INFORMATION.**

## ITEM 1. FINANCIAL STATEMENTS.

**POTBELLY CORPORATION AND SUBSIDIARIES**  
**Condensed Consolidated Balance Sheets**  
**(amounts in thousands, except share and par value data, unaudited)**

	September 28, 2014	December 29, 2013
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 69,403	\$ 69,579
Accounts receivable, net of allowances of \$26 and \$6 as of September 28, 2014 and December 29, 2013, respectively	4,563	2,991
Inventories	2,447	2,263
Prepaid expenses and other current assets	8,876	6,965
Total current assets	85,289	81,798
Property and equipment, net	83,401	78,983
Intangible assets, net	3,404	3,404
Goodwill	1,428	1,428
Deferred income taxes	17,181	17,297
Deferred expenses, net and other assets	3,147	3,170
<b>Total assets</b>	<b>\$ 193,850</b>	<b>\$ 186,080</b>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities		
Accounts payable	\$ 3,317	\$ 2,078
Accrued expenses	17,802	16,337
Accrued income taxes	1,512	216
Current portion of long-term debt	74	74
Total current liabilities	22,705	18,705
Long-term debt, net of current portion	955	1,018
Deferred rent and landlord allowances	13,374	12,288
Other long-term liabilities	717	796
Total liabilities	37,751	32,807
Equity		
Common stock, \$0.01 par value—authorized, 200,000,000 shares; outstanding 29,043,925 and 29,148,029 shares as of September 28, 2014, and December 29, 2013, respectively	295	291
Warrants	909	909
Additional paid-in-capital	388,063	383,077
Treasury stock, held at cost, 471,290 and no shares as of September 28, 2014, and December 29, 2013, respectively	(5,797)	—
Accumulated deficit	(227,576)	(231,232)
Total stockholders' equity	155,894	153,045
Non-controlling interest	205	228
Total equity	156,099	153,273
<b>Total liabilities and equity</b>	<b>\$ 193,850</b>	<b>\$ 186,080</b>

*See accompanying notes to the unaudited condensed consolidated financial statements.*

**POTBELLY CORPORATION AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Operations**  
(amounts in thousands, except share and per share data, unaudited)

	For the 13 Weeks Ended		For the 39 Weeks Ended	
	September 28, 2014	September 29, 2013	September 28, 2014	September 29, 2013
<b>Revenues</b>				
Sandwich shop sales, net	\$ 84,340	\$ 77,747	\$ 241,131	\$ 224,214
Franchise royalties and fees	335	274	1,045	737
Total revenues	<u>84,675</u>	<u>78,021</u>	<u>242,176</u>	<u>224,951</u>
<b>Expenses</b>				
Sandwich shop operating expenses				
Cost of goods sold, excluding depreciation	24,044	23,014	69,066	65,767
Labor and related expenses	23,772	21,223	68,637	62,217
Occupancy expenses	10,467	9,295	30,629	26,826
Other operating expenses	8,847	7,946	25,696	23,058
General and administrative expenses	7,623	8,293	24,310	24,298
Depreciation expense	5,039	4,460	14,540	13,284
Pre-opening costs	314	364	839	1,083
Impairment and loss on disposal of property and equipment	1,315	250	2,192	329
Total expenses	<u>81,421</u>	<u>74,845</u>	<u>235,909</u>	<u>216,862</u>
Income from operations	3,254	3,176	6,267	8,089
Interest expense	42	97	124	330
Other expense	—	—	—	2
Income before income taxes	3,212	3,079	6,143	7,757
Income tax expense	1,260	905	2,476	2,792
Net income	1,952	2,174	3,667	4,965
Net income attributable to non-controlling interest	5	9	11	24
Net income attributable to Potbelly Corporation	1,947	2,165	3,656	4,941
Dividend declared to common and preferred stockholders	—	(49,854)	—	(49,854)
Accretion of redeemable convertible preferred stock to maximum redemption value	—	(4,796)	—	(15,097)
Net income (loss) attributable to common stockholders	<u>\$ 1,947</u>	<u>\$ (52,485)</u>	<u>\$ 3,656</u>	<u>\$ (60,010)</u>
<b>Net income (loss) per common share attributable to common stockholders:</b>				
Basic	\$ 0.07	\$ (12.29)	\$ 0.12	\$ (14.12)
Diluted	\$ 0.06	\$ (12.29)	\$ 0.12	\$ (14.12)
<b>Weighted average shares outstanding:</b>				
Basic	29,358,822	4,268,953	29,284,058	4,250,819
Diluted	30,044,456	4,268,953	30,463,093	4,250,819

*See accompanying notes to the unaudited condensed consolidated financial statements.*

**POTBELLY CORPORATION AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Redeemable Convertible Preferred Stock and Equity (Deficit)**  
**(amounts in thousands, except share data, unaudited)**

	Redeemable Convertible Preferred Stock														Equity (Deficit)							
	Series A		Series B		Series C		Series D		Series E		Series F		Total		Common Stock		Treasury Stock	Warrants	Additional Paid-In-Capital	Accumulated Deficit	Non-Controlling Interest	Total Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount						
Balance at December 30, 2012	3,697,377	\$ 52,796	3,290,294	\$ 46,983	1,646,595	\$ 23,715	1,250,000	\$ 18,319	4,194,366	\$ 79,861	2,007,743	\$ 28,669	16,086,375	\$ 250,343	4,233,977	\$ 42	—	\$ 1,552	\$ —	\$ (170,518)	\$ 196	\$ (168,728)
Net income	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	4,941	24	4,965
Beneficial Conversion Charge	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	50	(50)	—	—
Exercise of stock warrants	—	—	—	—	—	—	—	—	—	—	—	—	—	—	117,892	2	—	(610)	610	—	—	2
Cash dividends declared	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(49,854)	—	—	(49,854)
Changes in redemption value of preferred stock	—	3,582	—	3,188	—	1,609	—	1,251	—	3,523	—	1,944	—	15,097	—	—	—	—	46,824	(61,921)	—	(15,097)
Amortization of stock-based compensation	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	2,370	—	—	2,370
<b>Balance at September 29, 2013</b>	<b>3,697,377</b>	<b>\$ 56,378</b>	<b>3,290,294</b>	<b>\$ 50,171</b>	<b>1,646,595</b>	<b>\$ 25,324</b>	<b>1,250,000</b>	<b>\$ 19,570</b>	<b>4,194,366</b>	<b>\$ 83,384</b>	<b>2,007,743</b>	<b>\$ 30,613</b>	<b>16,086,375</b>	<b>\$ 265,440</b>	<b>4,351,869</b>	<b>\$ 44</b>	<b>—</b>	<b>\$ 942</b>	<b>\$ —</b>	<b>\$ (227,548)</b>	<b>\$ 220</b>	<b>\$ (226,342)</b>
Balance at December 29, 2013	—	—	—	—	—	—	—	—	—	—	—	—	—	—	29,148,029	\$ 291	\$ —	\$ 909	\$ 383,077	\$ (231,232)	\$ 228	\$ 153,273
Net income	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	3,656	11	3,667
Issuance of unrestricted common stock	—	—	—	—	—	—	—	—	—	—	—	—	—	—	28,240	—	—	—	432	—	—	432
Exercise of stock options	—	—	—	—	—	—	—	—	—	—	—	—	—	—	338,946	4	—	—	2,964	—	—	2,968
Repurchases of common stock	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(471,290)	—	(5,797)	—	—	—	—	(5,797)
Distribution to non-controlling interest	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	(34)
Amortization of stock-based compensation	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	1,590	—	—	1,590
<b>Balance at September 28, 2014</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>29,043,925</b>	<b>\$ 295</b>	<b>\$ (5,797)</b>	<b>\$ 909</b>	<b>\$ 388,063</b>	<b>\$ (227,576)</b>	<b>\$ 205</b>	<b>\$ 156,099</b>

*See accompanying notes to the unaudited condensed consolidated financial statements.*

**POTBELLY CORPORATION AND SUBSIDIARIES**  
**Condensed Consolidated Statements of Cash Flows**  
**(amounts in thousands, unaudited)**

	For the 39 Weeks Ended	
	September 28, 2014	September 29, 2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 3,667	\$ 4,965
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	14,540	13,284
Deferred income tax	116	1,683
Deferred rent and landlord allowances	1,086	258
Stock compensation expense	2,022	2,370
Asset impairment and loss on disposal of property and equipment	2,192	329
Amortization of debt issuance costs	53	46
Changes in operating assets and liabilities:		
Accounts receivable, net	(1,572)	(735)
Inventories	(184)	(215)
Prepaid expenses and other assets	(2,125)	(1,475)
Accounts payable	1,235	602
Accrued and other liabilities	2,264	3,267
Net cash provided by operating activities	<u>23,294</u>	<u>24,379</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of property and equipment	(20,544)	(21,265)
Net cash (used in) investing activities	<u>(20,544)</u>	<u>(21,265)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from exercise of Series F warrants	—	2
Proceeds from exercise of stock options	3,780	—
Payment of payroll taxes related to stock-based compensation awards	(812)	—
Treasury stock repurchase	(5,797)	—
Payment of costs associated with initial public offering	—	(533)
Distribution to non-controlling interest	(34)	—
Payments on note payable	(63)	(59)
Net cash (used in) financing activities	<u>(2,926)</u>	<u>(590)</u>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(176)</b>	<b>2,524</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>69,579</b>	<b>22,595</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b><u>\$ 69,403</u></b>	<b><u>\$ 25,119</u></b>
<b>Supplemental cash flow information:</b>		
Income taxes paid	\$ 867	\$ 727
Interest paid	124	261
<b>Supplemental non-cash investing and financing activities:</b>		
Unpaid liability for purchases of property and equipment	\$ 3,059	\$ 2,561
Accretion of redeemable convertible preferred stock to maximum redemption value	\$ —	\$ 15,097
Accrued dividend payable	\$ —	\$ 49,854

*See accompanying notes to the unaudited condensed consolidated financial statements*

**POTBELLY CORPORATION AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**(1) Organization and Other Matters**

***Business***

Potbelly Corporation (the “Company” or “Potbelly”), through its wholly owned subsidiaries, operates Potbelly Sandwich Works sandwich shops in 23 states and the District of Columbia. As of September 28, 2014, the Company had 319 company-operated shops. During the 39 weeks ended September 28, 2014, the Company opened 23 new company-operated shops and closed no shops.

The Company also sells and administers franchises of new Potbelly Sandwich Works sandwich shops. The first domestic and international franchise locations administered by the Company opened during February 2011. As of September 28, 2014, 14 franchised shops were in operation domestically and 12 franchised shops were in operation internationally. During the 39 weeks ended September 28, 2014, the Company opened four franchised shops and closed one franchised shop.

***Basis of Presentation***

The unaudited condensed consolidated financial statements and notes herein should be read in conjunction with the audited consolidated financial statements of Potbelly Corporation and its subsidiaries and the notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 29, 2013. The unaudited condensed consolidated financial statements included herein have been prepared by the Company without audit, pursuant to the rules and regulations of the SEC regarding interim financial reporting. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been condensed or omitted pursuant to the SEC’s rules and regulations. In the opinion of management, all adjustments, which are of a normal and recurring nature (except as otherwise noted), that are necessary to present fairly the Company’s financial position as of December 29, 2013 and September 28, 2014, its statement of operations for the 13 and 39 weeks ended September 29, 2013 and September 28, 2014 and its statement of cash flows for the 39 weeks ended September 29, 2013 and September 28, 2014 have been included. The consolidated statements of operations for the interim periods presented herein are not necessarily indicative of the results to be expected for the full year.

The Company does not have any components of other comprehensive income (loss) recorded within its consolidated financial statements, and, therefore, does not separately present a statement of comprehensive income (loss) in its consolidated financial statements.

***Principles of Consolidation***

The unaudited condensed consolidated financial statements include the accounts of Potbelly Corporation; its wholly owned subsidiary, Potbelly Illinois, Inc. (“PII”); PII’s wholly owned subsidiaries, Potbelly Franchising, LLC, Potbelly Sandwich Works, LLC (“LLC”) and 16 of LLC’s wholly owned subsidiaries and the LLC’s two joint ventures, collectively, the “Company.” All significant intercompany balances and transactions have been eliminated in consolidation. For the Company’s consolidated joint ventures, non-controlling interest represents the non-controlling partners’ share of the assets, liabilities and operations related to their respective joint venture investments. The Company has ownership interests ranging from 65-75% in these consolidated joint ventures.

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions, primarily related to long-lived assets, income taxes, stock-based compensation and common stock equity valuations, 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

***Fiscal Year***

The Company uses a 52/53-week fiscal year that ends on the last Sunday of the calendar year. Approximately every five or six years a 53rd week is added. Fiscal 2013 and 2014 each consist of 52 weeks. The fiscal quarters ended September 29, 2013 and September 28, 2014 each consisted of 13 weeks.

**POTBELLY CORPORATION AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**(2) Fair Value Measurements**

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and all other current liabilities approximate fair values due to the short maturities of these balances.

The Company assesses potential impairments to its long-lived assets, which includes property and equipment, whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. Shop-level assets are grouped at the individual shop-level for the purpose of the impairment assessment. Recoverability of an asset is measured by a comparison of the carrying amount of an asset to its estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of the asset group exceeds its estimated undiscounted future cash flows, an impairment charge is recognized as the amount by which the carrying amount of the asset exceeds the fair value of the asset. The fair value of the shop assets was determined using the discounted future cash flow method of anticipated cash flows through the shop's lease-end date using fair value measurement inputs classified as Level 3. Level 3 inputs are derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable. After performing a periodic review of our shops during each quarter of 2014, it was determined that indicators of impairment were present for certain shops as a result of continued underperformance of shop profitability. We performed an impairment analysis related to these shops and recorded impairment charges of \$1.3 million and \$2.1 million for the 13 and 39 weeks ended September 28, 2014, respectively, related to the excess of the carrying amounts recorded on our balance sheet over the identified shops' estimated fair values.

In the third fiscal quarter of 2014, the Company established a non-qualified deferred compensation plan, "Potbelly Non-Qualified Deferred Compensation Plan," which allows highly compensated employees to defer a portion of their base salary and variable compensation each plan year. The Company maintains a rabbi trust to fund obligations under the deferred compensation plan. Amounts in the rabbi trust are invested in mutual funds. The investments in the rabbi trust are designated as trading securities and carried at fair value. Fair market value of investments in the rabbi trust is measured using Level 1 inputs (quoted prices for identical assets in active markets). As of September 28, 2014, the fair value of the investments in the rabbi trust was \$16 thousand, which is included in other assets in the condensed consolidated balance sheet. The Company records trading gains and losses in general and administrative expenses in the condensed consolidated statement of operations, along with the offsetting amount related to the increase or decrease in deferred compensation to reflect its exposure to liabilities for payment under the deferred plan. For the three months ended September 28, 2014, the Company recorded an immaterial amount of unrealized losses on investments held in the rabbi trust.

**(3) Earnings per share**

Basic income (loss) per common share attributable to common stockholders is calculated using the weighted average number of common shares outstanding for the period. For the 13 and 39 weeks ended September 29, 2013, diluted (loss) per common share attributable to common stockholders was computed by dividing the (loss) allocated to common stockholders utilizing the two-class method by the weighted average number of fully diluted common shares outstanding. In periods with net income attributable to common stockholders, the Company's redeemable convertible preferred stock were all considered participating securities requiring the two-class method to calculate basic and diluted earnings per share. However, in periods of a net (loss) attributable to common stockholders, the redeemable convertible preferred stock were excluded from the computation of basic earnings per share due to the fact that they were not required to fund losses and the redemption amount was not reduced as a result of losses. For the 13 and 39 weeks ended September 29, 2013, the dilutive securities did not include stock options awarded to employees that had a performance condition requiring the completion of an initial public offering of common stock, as that performance condition was not satisfied at the reporting date and the holders of these options had no rights in our undistributed earnings until that time. On October 9, 2013, the Company completed an initial public offering. Effective upon the closing of such offering, all of the shares of preferred stock and non-voting common stock converted into common stock. As a result of the conversion, for subsequent reporting periods, the Company no longer utilized the two-class method in its calculation of diluted income (loss) per common share attributable to common stockholders. For the 13 and 39 weeks ended September 28, 2014, diluted income (loss) per common share attributable to common stockholders was calculated using income available to common shareholders divided by diluted weighted-average shares of common stock outstanding during the period.

**POTBELLY CORPORATION AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

	<u>For the 13 Weeks Ended</u>		<u>For the 39 Weeks Ended</u>	
	<u>September 28, 2014</u>	<u>September 29, 2013</u>	<u>September 28, 2014</u>	<u>September 29, 2013</u>
<u>Calculation of undistributed income (loss) for basic and diluted shares:</u>				
Net income attributable to Potbelly Corporation	\$ 1,947	\$ 2,165	\$ 3,656	\$ 4,941
Less: Dividend declared to common and preferred stockholders	—	(49,854)	—	(49,854)
Less: Accretion of redeemable convertible preferred stock to maximum redemption value	—	(4,796)	—	(15,097)
<b>Undistributed income (loss) for basic and diluted shares</b>	<b><u>\$ 1,947</u></b>	<b><u>\$ (52,485)</u></b>	<b><u>\$ 3,656</u></b>	<b><u>\$ (60,010)</u></b>
<u>Allocation of undistributed income (loss) to participating securities:</u>				
Common shares	\$ 1,947	\$ (52,485)	\$ 3,656	\$ (60,010)
Redeemable convertible preferred shares	—	—	—	—
<b>Undistributed income (loss)</b>	<b><u>\$ 1,947</u></b>	<b><u>\$ (52,485)</u></b>	<b><u>\$ 3,656</u></b>	<b><u>\$ (60,010)</u></b>
Weighted average common shares outstanding-basic	29,358,822	4,268,953	29,284,058	4,250,819
Plus: Effect of potential stock options exercise	602,982	—	1,054,632	—
Plus: Effect of potential warrant exercise	82,652	—	124,403	—
<b>Weighted average common shares outstanding-diluted</b>	<b><u>30,044,456</u></b>	<b><u>4,268,953</u></b>	<b><u>30,463,093</u></b>	<b><u>4,250,819</u></b>
Income (loss) per share available to common stockholders-basic	\$ 0.07	\$ (12.29)	\$ 0.12	\$ (14.12)
Income (loss) per share available to common stockholders-diluted	\$ 0.06	\$ (12.29)	\$ 0.12	\$ (14.12)
<u>Potentially dilutive shares that are considered anti-dilutive:</u>				
Common share options	869,317	4,744,664	537,318	4,744,664
Warrants	—	241,704	—	241,704

For the 13 and 39 weeks ended September 29, 2013, the Company's potential common stock instruments such as common stock options and warrants were not included in the computation of diluted (loss) per common share as the effect of including these shares in the calculation would have been anti-dilutive.

**POTBELLY CORPORATION AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**(4) Income Taxes**

The Company recognized income tax expense of \$2.5 million on pre-tax income of \$6.1 million, or an effective tax rate of 40.3%, for the 39 weeks ended September 28, 2014, compared to income tax expense of \$2.8 million on pre-tax income of \$7.8 million or an effective tax rate of 36.0%, for the 39 weeks ended September 29, 2013. The difference between the statutory rate and the effective tax rate is primarily attributable to state income taxes offset by certain federal and state tax credits. The increase in the effective tax rate primarily relates to the expiration of certain federal income tax credits for 2014 that were available in prior years as well as provision to return adjustments.

**(5) Capital Stock**

On October 9, 2013, the Company completed an initial public offering. Effective upon the closing of such offering, all shares of preferred stock and non-voting common stock converted into common stock. The terms of the non-voting common stock provided that all shares of non-voting common stock would convert into voting common stock on a 1:1 basis immediately prior to the closing of an underwritten IPO or sale of the Company. The redeemable convertible preferred stock included down-round provisions which would adjust the conversion price for any additional stock issued without consideration or for a consideration per share less than the respective conversion price for one or more of the series of preferred stock in effect immediately prior to the issuance of such additional stock. Each share of common stock has the same relative rights and was identical in all respects to each other share of common stock. Each holder of shares of common stock is entitled to one vote for each share held by such holder at all meetings of stockholders.

On August 1, 2014, the Company's Board of Directors authorized a share repurchase program of up to \$35.0 million of the Company's common stock. Under this program, the Company may, from time to time, purchase shares in the open market (including in pre-arranged stock trading plans in accordance with the guidelines specified in Rule 10b5-1 under the Securities Exchange Act of 1934, as amended) or in privately negotiated transactions. During the 13 weeks ended September 28, 2014, the Company repurchased 471,290 shares of its common stock for approximately \$5.8 million in open market transactions. As of September 28, 2014, the remaining dollar value of authorization under the share repurchase program was \$29.2 million. Repurchased shares are included as treasury stock in the Condensed Consolidated Balance Sheets and the Condensed Consolidated Statements of Redeemable Convertible Preferred Stock and Equity.

**POTBELLY CORPORATION AND SUBSIDIARIES**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**(6) Stock-Based Compensation**

Throughout the 39 weeks ending September 28, 2014, the Company issued 292,767 stock options under the 2013 Long-Term Incentive Plan to eligible employees and key executives. The fair value of the options was determined using the Black-Scholes option pricing model. The weighted average common stock fair value of options granted during the 39 weeks ended September 28, 2014 was \$19.58 per share, as estimated using the following weighted average assumptions: expected life of options – seven years; volatility- 49.36%; risk-free interest rate – 1.28%; and dividend yield – 0.00%. The Company used the simplified method for determining the expected life of the options. Due to the lack of historical data as a newly public company, the Company calculated the specific stock price volatility using a blended volatility rate based on comparable publicly traded companies.

A summary of activity for the 39 weeks ended September 28, 2014 is as follows:

<u>Options</u>	<u>Shares (Thousands)</u>	<u>Weighted Average Exercise Price</u>	<u>Aggregate Intrinsic Value (Thousands)</u>	<u>Weighted Average Remaining Term (Years)</u>
Outstanding—December 29, 2013	5,030	\$ 9.41	\$ 78,575	6.31
Granted	293	19.58		
Exercised	(339)	8.81		
Canceled	(105)	11.64		
Outstanding—September 28, 2014	<u>4,879</u>	10.01	<u>\$ 12,136</u>	5.81
Exercisable—September 28, 2014	<u>3,680</u>	8.99	<u>\$ 11,910</u>	5.94

During the 39 weeks ended September 28, 2014, the Company issued 28,240 shares of unrestricted common stock to certain non-employee members of its Board of Directors. The unrestricted stock had a weighted average grant-date share price of \$15.29 upon issuance. The Company recorded \$0.4 million in stock-based compensation expense, with a corresponding increase to additional paid-in capital, related to the issuance of common stock.

In accordance with ASC Topic 718, *Compensation—Stock Compensation*, stock-based compensation is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the requisite employee service period, which is generally the vesting period of the grant, with a corresponding increase to additional paid-in-capital. For the 13 and 39 weeks ended September 28, 2014, the Company recognized stock-based compensation expense of \$0.6 million and \$2.0 million, respectively, which includes \$32 thousand and \$0.4 million related to the unrestricted common stock granted during 2014, respectively. For the 13 and 39 weeks ended September 29, 2013, the Company recognized stock-based compensation expense of \$1.2 million and \$2.4 million, respectively. As of September 28, 2014, the unrecognized stock-based compensation expense was \$6.0 million, which will be recognized through fiscal year 2018. The Company records stock-based compensation expense within general and administrative expenses in the consolidated statements of operations.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

### Forward-Looking Statements

*The following discussion of our financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements and the notes thereto included elsewhere in this Quarterly Report on Form 10-Q and with our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 29, 2013. This discussion contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and involves numerous risks and uncertainties. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts and generally contain words such as "believes," "expects," "may," "will," "should," "seeks," "intends," "plans," "strives," "goal," "estimates," "forecasts," "projects" or "anticipates" or similar expressions. Our forward-looking statements are subject to risks and uncertainties, which may cause actual results to differ materially from those projected or implied by the forward-looking statement. Forward-looking statements are based on current expectations and assumptions and currently available data and are neither predictions nor guarantees of future events or performance. You should not place undue reliance on forward-looking statements, which speak only as of the date hereof. See "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" included in our Annual Report on Form 10-K for the fiscal year ended December 29, 2013, for a discussion of factors that could cause our actual results to differ from those expressed or implied by forward-looking statements.*

### Overview

Potbelly 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 combination of product, people and place is how we deliver on our passion to be "The Best Place for Lunch." Our sandwiches, salads and hand-dipped milkshakes are all made fresh to order and our cookies are baked fresh each day. Our employees are trained to engage with our customers in a genuine way to provide a personalized experience. Our shops feature vintage design elements and locally-themed décor inspired by the neighborhood that we believe create a lively atmosphere. Through this combination, we believe we are creating a devoted base of Potbelly fans that return again and again and that we are expanding one sandwich shop at a time.

We believe that a key to our past and future success is our culture. It is embodied in *The Potbelly Advantage*, which is an expression of our Vision, Mission, Passion and Values, and the foundation of everything we do. 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, to make more money and to improve every day. Our Passion is to be "The Best Place for Lunch." Our Values embody both how we lead and how we behave, and form the cornerstone of our culture. We use simple language that resonates from the frontline associate to the most senior levels of the organization, creating shared expectations and accountabilities in how we approach our day-to-day activities. We strive to be a fun, friendly and hardworking group of people who enjoy taking care of our customers, while at the same time taking care of each other.

[Table of Contents](#)

**13 Weeks Ended September 28, 2014 Compared to 13 Weeks Ended September 29, 2013**

The following table presents information comparing the components of net income for the periods indicated (dollars in thousands):

	For the 13 Weeks Ended				Increase (Decrease)	Percent Change
	September 28, 2014	% of Revenues	September 29, 2013	% of Revenues		
<b>Revenues</b>						
Sandwich shop sales, net	\$ 84,340	99.6%	\$ 77,747	99.6%	\$ 6,593	8.5%
Franchise royalties and fees	335	0.4	274	0.4	61	22.3
Total revenues	<u>84,675</u>	<u>100.0</u>	<u>78,021</u>	<u>100.0</u>	<u>6,654</u>	<u>8.5</u>
<b>Expenses</b>						
<b>Sandwich shop operating expenses</b>						
Cost of goods sold, excluding depreciation	24,044	28.4	23,014	29.5	1,030	4.5
Labor and related expenses	23,772	28.1	21,223	27.2	2,549	12.0
Occupancy expenses	10,467	12.4	9,295	11.9	1,172	12.6
Other operating expenses	8,847	10.4	7,946	10.2	901	11.3
General and administrative expenses	7,623	9.0	8,293	10.6	(670)	(8.1)
Depreciation expense	5,039	6.0	4,460	5.7	579	13.0
Pre-opening costs	314	0.4	364	0.5	(50)	(13.7)
Impairment and loss on disposal of property and equipment	1,315	1.6	250	0.3	1,065	426.0
Total expenses	<u>81,421</u>	<u>96.2</u>	<u>74,845</u>	<u>95.9</u>	<u>6,576</u>	<u>8.8</u>
Income from operations	3,254	3.8	3,176	4.1	78	2.5
Interest expense	42	*	97	0.1	(55)	(56.7)
Income before income taxes	3,212	3.8	3,079	3.9	133	4.3
Income tax expense	1,260	1.5	905	1.2	355	39.2
Net income	1,952	2.3	2,174	2.8	(222)	(10.2)
Net income attributable to non-controlling interests	5	*	9	*	(4)	(44.4)
Net income attributable to Potbelly Corporation	1,947	2.3	2,165	2.8	(218)	(10.1)
Dividend declared to common and preferred stockholders	—	—	(49,854)	(63.9)	49,854	100.0
Accretion of redeemable convertible preferred stock to maximum redemption value	—	—	(4,796)	(6.1)	4,796	100.0
Net income (loss) attributable to common stockholders	<u>\$ 1,947</u>	<u>2.3%</u>	<u>\$ (52,485)</u>	<u>(67.3)%</u>	<u>\$ 54,432</u>	<u>103.7%</u>

\* Amount is less than 0.1%

**Revenues**

Total revenues increased by \$6.7 million, or 8.5%, to \$84.7 million during the 13 weeks ended September 28, 2014, from \$78.0 million during the 13 weeks ended September 29, 2013. The increase in revenues primarily consisted of an increase of \$6.2 million in sales from shops not yet in our company-operated comparable store sales base, a \$0.1 million increase in franchise revenues and a \$0.4 million, or 0.5%, increase in company-operated comparable store sales. The increase in company-operated comparable store sales resulted from an increase in average check from certain menu price increases and menu mix, partially offset by a reduction in traffic.

**Cost of Goods Sold**

Cost of goods sold increased by \$1.0 million, or 4.5%, to \$24.0 million during the 13 weeks ended September 28, 2014, compared to \$23.0 million during the 13 weeks ended September 29, 2013, primarily due to the increase in revenues. As a percentage of revenues, cost of goods sold decreased to 28.4% during the 13 weeks ended September 28, 2014, from 29.5% during the 13 weeks ended September 29, 2013, primarily driven by certain menu price increases as well as volume-based rebates from certain vendors.

## [Table of Contents](#)

### **Labor and Related Expenses**

Labor and related expenses increased by \$2.5 million, or 12.0%, to \$23.8 million during the 13 weeks ended September 28, 2014, from \$21.2 million during the 13 weeks ended September 29, 2013, primarily due to new shop openings. As a percentage of revenues, labor and related expenses increased to 28.1% during the 13 weeks ended September 28, 2014, from 27.2% during the 13 weeks ended September 29, 2013, primarily driven by incremental training and shop-level staffing investments, as well as wage inflation in certain states as a result of statutory minimum wage increases.

### **Occupancy Expenses**

Occupancy expenses increased by \$1.2 million, or 12.6%, to \$10.5 million during the 13 weeks ended September 28, 2014, from \$9.3 million during the 13 weeks ended September 29, 2013, primarily due to new shop openings. As a percentage of revenues, occupancy expenses increased to 12.4% during the 13 weeks ended September 28, 2014, from 11.9% during the 13 weeks ended September 29, 2013, due to increased rent as a result of lease extensions in certain legacy markets, as well as increases in other occupancy-related costs.

### **Other Operating Expenses**

Other operating expenses increased by \$0.9 million, or 11.3%, to \$8.8 million during the 13 weeks ended September 28, 2014, from \$7.9 million during the 13 weeks ended September 29, 2013. The increase is attributable to new shop openings and increased fees associated with higher credit card usage in our shops. As a percentage of revenues, other operating expenses increased to 10.4% during the 13 weeks ended September 28, 2014, from 10.2% during the 13 weeks ended September 29, 2013, primarily due to increased utility costs as well as various other operating expenses, partially offset by the \$0.2 million cumulative adjustment recorded for the change in accounting estimate related to gift card breakage. Refer to "Critical Accounting Policies and Estimates" for additional information regarding the change in accounting estimate.

### **General and Administrative Expenses**

General and administrative expenses decreased by \$0.7 million, or 8.1%, to \$7.6 million during the 13 weeks ended September 28, 2014, from \$8.3 million during the 13 weeks ended September 29, 2013. The net decrease is driven primarily by lower labor-related costs and lower costs associated with being a public company, including costs associated with our IPO in the prior year, partially offset by costs associated with our plans to move our corporate headquarters. As a percentage of revenues, general and administrative expenses decreased to 9.0% during the 13 weeks ended September 28, 2014, from 10.6% during the 13 weeks ended September 29, 2013, driven by the factors above, coupled with sales leverage (*i.e.*, the ability to spread certain costs over a higher revenue base).

### **Depreciation Expense**

Depreciation expense increased by \$0.6 million, or 13.0%, to \$5.0 million during the 13 weeks ended September 28, 2014, from \$4.5 million during the 13 weeks ended September 29, 2013, primarily due to a higher depreciable base related to new shops and existing shop capital investments. As a percentage of revenues, depreciation increased to 6.0% during the 13 weeks ended September 28, 2014, from 5.7% during the 13 weeks ended September 29, 2013, driven partially from an increase in existing shop capital investments that have, on average, lower useful lives than new shops.

### **Pre-Opening Costs**

Pre-opening costs decreased by \$0.1 million, or 13.7%, to \$0.3 million during the 13 weeks ended September 28, 2014, from \$0.4 million during the 13 weeks ended September 29, 2013, primarily due to fewer new shops opened during the 13 weeks ended September 28, 2014 compared to the 13 weeks ended September 29, 2013.

### **Impairment and Loss on Disposal of Property and Equipment**

Impairment and loss on disposal of property and equipment increased to \$1.3 million during the 13 weeks ended September 28, 2014, from \$0.3 million during the 13 weeks ended September 29, 2013. After performing a periodic review of our shops during the third quarter of 2014, it was determined that indicators of impairment were present for certain shops as a result of continued underperformance of shop profitability. We performed an impairment analysis related to these shops and recorded an impairment charge of \$1.3 million related to the excess of the carrying amounts recorded on our balance sheet over the identified shops' estimated fair values.

[Table of Contents](#)

**Interest Expense**

Interest expense decreased by \$55 thousand, or 56.7%, to \$42 thousand during the 13 weeks ended September 28, 2014, from \$0.1 million during the 13 weeks ended September 29, 2013, primarily due to repaying the \$14.0 million outstanding under the senior credit facility on October 24, 2013. Interest expense for the 13 weeks ended September 28, 2014 is attributable to interest on the note payable, unused commitment fees and deferred financing fees.

**Income Tax Expense**

Income tax expense increased by \$0.4 million to \$1.3 million for the 13 weeks ended September 28, 2014, from \$0.9 million during the 13 weeks ended September 29, 2013. For the 13 weeks ended September 28, 2014, our effective tax rate was 39.2%, compared to 29.4% for the 13 weeks ended September 29, 2013. The increase in the effective tax rate primarily relates to the expiration of certain federal income tax credits that were available in prior years, as well as certain provision to return adjustments recorded in the prior year.

**39 Weeks Ended September 28, 2014 Compared to 39 Weeks Ended September 29, 2013**

The following table presents information comparing the components of net income for the periods indicated (dollars in thousands):

	For the 39 Weeks Ended				Increase (Decrease)	Percent Change
	September 28, 2014	% of Revenues	September 29, 2013	% of Revenues		
<b>Revenues</b>						
Sandwich shop sales, net	\$ 241,131	99.6%	\$ 224,214	99.7%	\$ 16,917	7.5%
Franchise royalties and fees	1,045	0.4	737	0.3	308	41.8
Total revenues	<u>242,176</u>	<u>100.0</u>	<u>224,951</u>	<u>100.0</u>	<u>17,225</u>	<u>7.7</u>
<b>Expenses</b>						
<b>Sandwich shop operating expenses</b>						
Cost of goods sold, excluding depreciation	69,066	28.5	65,767	29.2	3,299	5.0
Labor and related expenses	68,637	28.3	62,217	27.7	6,420	10.3
Occupancy expenses	30,629	12.6	26,826	11.9	3,803	14.2
Other operating expenses	25,696	10.6	23,058	10.3	2,638	11.4
General and administrative expenses	24,310	10.0	24,298	10.8	12	*
Depreciation expense	14,540	6.0	13,284	5.9	1,256	9.5
Pre-opening costs	839	0.3	1,083	0.5	(244)	(22.5)
Impairment and loss on disposal of property and equipment	2,192	0.9	329	0.1	1,863	566.3
Total expenses	<u>235,909</u>	<u>97.4</u>	<u>216,862</u>	<u>96.4</u>	<u>19,047</u>	<u>8.8</u>
Income from operations	6,267	2.6	8,089	3.6	(1,822)	(22.5)
Interest expense	124	0.1	330	0.1	(206)	(62.4)
Other expense	—	—	2	—	(2)	(100.0)
Income before income taxes	6,143	2.5	7,757	3.4	(1,614)	(20.8)
Income tax expense	2,476	1.0	2,792	1.2	(316)	(11.3)
Net income	3,667	1.5	4,965	2.2	(1,298)	(26.1)
Net income attributable to non-controlling interests	11	*	24	*	(13)	(54.2)
Net income attributable to Potbelly Corporation	3,656	1.5	4,941	2.2	(1,285)	(26.0)
Dividend declared to common and preferred stockholders	—	—	(49,854)	(22.2)	49,854	100.0
Accretion of redeemable convertible preferred stock to maximum redemption value	—	—	(15,097)	(6.7)	15,097	100.0
Net income (loss) attributable to common stockholders	<u>\$ 3,656</u>	<u>1.5%</u>	<u>\$ (60,010)</u>	<u>(26.7)%</u>	<u>\$ 63,666</u>	<u>106.1%</u>

\* Amount is less than 0.1%

## [Table of Contents](#)

### **Revenues**

Total revenues increased by \$17.2 million, or 7.7%, to \$242.2 million during the 39 weeks ended September 28, 2014, from \$225.0 million during the 39 weeks ended September 29, 2013. The increase in revenues primarily consisted of an increase of \$19.2 million in sales from shops not yet in our company-operated comparable store sales base, \$0.3 million increase in franchise revenues, partially offset by a \$2.3 million, or 1.1%, decrease in company-operated comparable store sales. The decrease in company-operated comparable store sales resulted from a reduction in entrée counts, which were impacted by reduced traffic as well as significantly adverse weather in the first quarter, partially offset by certain menu price increases and menu mix.

### **Cost of Goods Sold**

Cost of goods sold increased by \$3.3 million, or 5.0%, to \$69.1 million during the 39 weeks ended September 28, 2014, compared to \$65.8 million during the 39 weeks ended September 29, 2013, primarily due to the increase in revenues. As a percentage of revenues, cost of goods sold decreased to 28.5% during the 39 weeks ended September 28, 2014, from 29.2% during the 39 weeks ended September 29, 2013, primarily driven by lower commodity costs, certain menu price increases, as well as volume-based rebates from certain vendors.

### **Labor and Related Expenses**

Labor and related expenses increased by \$6.4 million, or 10.3%, to \$68.6 million during the 39 weeks ended September 28, 2014, from \$62.2 million during the 39 weeks ended September 29, 2013, primarily due to new shop openings. As a percentage of revenues, labor and related expenses increased to 28.3% during the 39 weeks ended September 28, 2014, from 27.7% during the 39 weeks ended September 29, 2013, primarily driven by deleveraging of the fixed component of these expenses as a result of lower company-operated comparable store sales, incremental training and shop-level staffing investments, as well as wage inflation in certain states as a result of statutory minimum wage increases.

### **Occupancy Expenses**

Occupancy expenses increased by \$3.8 million, or 14.2%, to \$30.6 million during the 39 weeks ended September 28, 2014, from \$26.8 million during the 39 weeks ended September 29, 2013, primarily due to new shop openings. As a percentage of revenues, occupancy expenses increased to 12.6% during the 39 weeks ended September 28, 2014, from 11.9% during the 39 weeks ended September 29, 2013, due to deleveraging of the fixed component of these expenses as a result of lower company-operated comparable store sales as well as increased rent as a result of lease extensions in certain legacy markets and increases in other occupancy-related costs.

### **Other Operating Expenses**

Other operating expenses increased by \$2.6 million, or 11.4%, to \$25.7 million during the 39 weeks ended September 28, 2014, from \$23.1 million during the 39 weeks ended September 29, 2013, primarily due to costs associated with new shop openings and increased fees associated with higher credit card usage in our shops. As a percentage of revenues, other operating expenses increased to 10.6% during the 39 weeks ended September 28, 2014, from 10.3% during the 39 weeks ended September 29, 2013. These increases are primarily due to deleveraging of the fixed component of these expenses as a result of lower company-operated comparable store sales as well as increased utility costs, partially offset by the \$0.2 million cumulative adjustment recorded for the change in accounting estimate related to gift card breakage. Refer to "Critical Accounting Policies and Estimates" for additional information regarding the change in accounting estimate.

### **General and Administrative Expenses**

General and administrative expenses remained consistent at \$24.3 million during the 39 weeks ended September 28, 2014 and the 39 weeks ended September 29, 2013. As a percentage of revenues, general and administrative expenses decreased to 10.0% during the 39 weeks ended September 28, 2014, from 10.8% during the 39 weeks ended September 29, 2013, primarily driven by sales leverage (*i.e.*, the ability to spread certain costs over a higher revenue base), lower labor-related expenses and costs associated with being a public company, including costs associated with our IPO in the prior year, offset by an increase in advertising expenses due to approximately \$0.4 million related to the launch of the new Flats platform in late May and initial costs associated with our plans to move our corporate headquarters, among other costs.

## [Table of Contents](#)

### **Depreciation Expense**

Depreciation expense increased by \$1.2 million, or 9.5%, to \$14.5 million during the 39 weeks ended September 28, 2014, from \$13.3 million during the 39 weeks ended September 29, 2013, primarily due to a higher depreciable base related to new shops. As a percentage of revenues, depreciation increased to 6.0% during the 39 weeks ended September 28, 2014, from 5.9% during the 39 weeks ended September 29, 2013.

### **Pre-Opening Costs**

Pre-opening costs decreased by \$0.3 million, or 22.5%, to \$0.8 million during the 39 weeks ended September 28, 2014, from \$1.1 million during the 39 weeks ended September 29, 2013, primarily due to fewer new shops opened in new markets that, on average, have higher pre-opening costs during the 39 weeks ended September 28, 2014 compared to the 39 weeks ended September 29, 2013.

### **Impairment and Loss on Disposal of Property and Equipment**

Impairment and loss on disposal of property and equipment increased to \$2.2 million during the 39 weeks ended September 28, 2014, from \$0.3 million during the 39 weeks ended September 29, 2013. After performing a periodic review of our shops during each fiscal quarter of 2014, it was determined that indicators of impairment were present for certain shops as a result of continued underperformance of shop profitability. We performed an impairment analysis related to these shops and recorded an impairment charge of \$2.1 million related to the excess of the carrying amounts recorded on our balance sheet over the identified shops' estimated fair values.

### **Interest Expense**

Interest expense decreased by \$0.2 million, or 62.4%, to \$0.1 million during the 39 weeks ended September 28, 2014, from \$0.3 million during the 39 weeks ended September 29, 2013, primarily due to repaying the \$14.0 million outstanding under the senior credit facility on October 24, 2013. Interest expense for the 13 weeks ended September 28, 2014 is attributable to interest on the note payable, unused commitment fees and deferred financing fees.

### **Income Tax Expense**

Income tax expense decreased by \$0.3 million, or 11.3%, to \$2.5 million during the 39 weeks ended September 28, 2014, from \$2.8 million during the 39 weeks ended September 29, 2013, as a result of lower taxable net income. For the 39 weeks ended September 28, 2014, our effective tax rate was 40.3%, compared to 36.0% for the 39 weeks ended September 29, 2013. The increase in the effective tax rate primarily relates to the expiration of certain federal income tax credits for 2014 that were available in prior years, as well as certain provision to return adjustments recorded in the prior year.

## **Liquidity and Capital Resources**

### **General**

Our primary sources of liquidity and capital resources are cash provided from operating activities, existing cash and cash equivalents and our credit facility. Our primary requirements for liquidity and capital are new shop openings, existing shop capital investments (maintenance and improvements), principal and interest payments on our debt, lease obligations, repurchases of our common stock, working capital and general corporate needs. Our requirement for working capital is not significant since our customers pay for their food and beverage purchases in cash or payment cards (credit or debit) at the time of sale. Thus, we are able to sell certain inventory items before we have to pay our suppliers for such items. Our shops do not require significant inventories or receivables. We believe that these sources of liquidity and capital will be sufficient to finance our continued operations and expansion plans for at least the next twelve months.

The following table presents summary cash flow information for the periods indicated (in thousands):

	For the 39 Weeks Ended	
	September 28, 2014	September 29, 2013
Net cash provided by (used in):		
Operating activities	\$ 23,294	\$ 24,379
Investing activities	(20,544)	(21,265)
Financing activities	(2,926)	(590)
Net (decrease) increase in cash	\$ (176)	\$ 2,524

## [Table of Contents](#)

### ***Operating Activities***

Net cash provided by operating activities decreased to \$23.3 million for the 39 weeks ended September 28, 2014, from \$24.4 million for the 39 weeks ended September 29, 2013. The \$1.1 million decrease is primarily attributable to a net cash outflow of \$1.6 million related to a vendor prepayment with no comparable prepayment made in the 39 weeks ended September 29, 2013, as well as \$0.2 million of various net working capital changes. This was offset by a net cash inflow of \$0.7 million related to increased net income before adjustments for interest, income taxes, depreciation and amortization and impairment/disposal of long-lived assets.

### ***Investing Activities***

Net cash used in investing activities decreased to \$20.5 million for the 39 weeks ended September 28, 2014, from \$21.3 million for the 39 weeks ended September 29, 2013. The decrease was primarily due to two fewer company-operated shop openings during the 39 weeks ended September 28, 2014 as compared to the same period in 2013 and partially offset by an increase in existing shop capital investments during the 39 weeks ended September 28, 2014 as compared to the same period in 2013.

### ***Financing Activities***

Net cash used in financing activities was \$2.9 million for the 39 weeks ended September 28, 2014, as compared to \$0.6 million for the 39 weeks ended September 29, 2013. The increase in net cash used was driven by the \$5.8 million of treasury stock repurchased during the 39 weeks ended September 28, 2014, with no comparable transactions during the 39 weeks ended September 29, 2013, offset by \$3.0 million in cash proceeds received by us related to the exercise of stock options, net of payroll taxes paid, during the 39 weeks ended September 28, 2014, with no comparable cash proceeds received during the 39 weeks ended September 29, 2013.

### ***Stock Repurchase Program***

On August 1, 2014, our Board of Directors authorized a share repurchase program of up to \$35.0 million of the Company's common stock. Under this program, we may, from time to time, purchase shares in the open market (including in pre-arranged stock trading plans in accordance with the guidelines specified in Rule 10b5-1 under the Exchange Act) or in privately negotiated transactions. During the 13 weeks ended September 28, 2014, we repurchased 471,290 shares of common stock for approximately \$5.8 million in open market transactions. At September 28, 2014, the remaining dollar value of authorization under the share repurchase program was \$29.2 million.

### ***Credit Facility***

On September 21, 2012, we entered into a five-year revolving credit facility agreement with JPMorgan Chase Bank, N.A. that expires in September 2017 and provides for borrowings up to \$35.0 million to fund capital expenditures for new shops, renovations and maintenance of existing shops, and to provide ongoing working capital for other general and corporate purposes. We will be entitled to incur additional incremental increases in the revolving credit facility of up to \$25.0 million that will be included in the credit facility if no event of default exists and certain other requirements are met. The credit facility contains customary representations, warranties, negative and affirmative covenants, including a requirement to maintain a maximum leverage ratio, as defined, of 2.25:1 and a minimum debt service coverage ratio, as defined, of 1.5:1. The credit facility also limits the restricted payments (primarily distributions and equity repurchases) that we may make, unless we obtain certain waivers or amendments from our lender. We were in compliance with these restrictions and conditions as of September 28, 2014. The credit facility is secured by substantially all assets of the Company. Borrowings under the credit facility bear interest at our option at either (i) a Eurocurrency rate determined by reference to the applicable LIBOR rate plus an applicable margin or (ii) a prime rate as announced by JPMorgan Chase plus an applicable margin. As of September 28, 2014, we had no amounts outstanding under the credit facility.

### ***Critical Accounting Policies and Estimates***

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of our consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Critical accounting policies are those that management believes are both most important to the portrayal of our financial condition and operating results, and require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. We base our estimates on historical experience and other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Judgments and uncertainties affecting the application of those policies may result in materially different amounts being reported under different conditions or using different assumptions. We had no significant changes in our critical accounting estimates since our last annual report. Our critical accounting estimates are identified and described in our annual consolidated financial statements and related notes.

## [Table of Contents](#)

Revenues from our gift cards are deferred and were previously recognized upon redemption or after a period of 36 months of inactivity on gift card balances (“gift card breakage”) and we do not have a legal obligation to remit the value of the unredeemed gift cards to the relevant jurisdictions. We monitor our actual patterns of redemption and update our estimates and assumptions regarding redemption as the actual pattern changes. We estimate and record gift card breakage income based on our historical redemption pattern. During the third fiscal quarter of 2014, we updated our analysis of historical gift card redemptions based on approximately three years of historical data and changed our estimate to record gift card breakage income from 36 months to 24 months after the date of issuance for all gift cards that have not been redeemed. In accordance with ASC 250, “*Accounting Changes and Error Corrections*,” we recorded a cumulative adjustment of \$0.2 million, which is included in other operating expenses, representing the effect of this change in accounting estimate.

### **Off-Balance Sheet Arrangements**

As of September 28, 2014, we do not have any off-balance sheet arrangements, synthetic leases, investments in special purpose entities or undisclosed borrowings or debt that would be required to be disclosed pursuant to Item 303 of Regulation S-K under the Exchange Act.

### **New and Revised Financial Accounting Standards**

We qualify as an “emerging growth company” pursuant to the provisions of the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, enacted on April 5, 2012. Section 102 of the JOBS Act 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. However, we are choosing 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. Our decision to opt out of the extended transition period is irrevocable.

In May 2014, the Financial Accounting Standards Board (“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 IFRS. The pronouncement is effective for reporting period beginning after December 15, 2016. The adoption of ASU 2014-09 is not expected to have a significant impact on the Company’s consolidated balance sheet or consolidated statement of operations.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

For quantitative and qualitative disclosures about market risk, see Item 7A, “Quantitative and Qualitative Disclosures About Market Risk,” of our Annual Report on Form 10-K for the fiscal year ended December 29, 2013. Our exposures to market risk have not changed materially since December 29, 2013.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### *Disclosure Controls and Procedures*

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of September 28, 2014. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of September 28, 2014, our disclosure controls and procedures were effective in ensuring that information required to be disclosed in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

#### *Changes in Internal Control over Financial Reporting*

There have been no changes in our internal control over financial reporting that occurred during our fiscal quarter ended September 28, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

The certifications required by Section 302 of the Sarbanes-Oxley Act of 2002 are filed as exhibits 31.1 and 31.2 to this Quarterly Report on Form 10-Q.

**PART II. OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS**

We are subject to legal proceedings, claims and liabilities, such as employment-related claims and slip and fall cases, which arise in the ordinary course of business and are generally covered by insurance. In the opinion of management, the amount of ultimate liability with respect to those actions should not have a material adverse impact on our financial position or results of operations and cash flows.

**ITEM 1A. RISK FACTORS**

A description of the risk factors associated with our business is contained in Item 1A, "Risk Factors" of our Annual Report on Form 10-K for the fiscal year ended December 29, 2013. There have been no material changes to our Risk Factors as previously reported.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The following table contains information regarding purchases of our common stock made by or on behalf of Potbelly Corporation during the 13 weeks September 28, 2014:

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share (1)</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Programs (2)</u>	<u>Maximum Value of Share that May Yet be Purchased Under the Program (2)</u>
	(In thousands, except per share amounts)			
June 30, 2014 – July 27, 2014	—	—	—	—
July 28, 2014 – August 24, 2014	81,000	12.30	81,000	34,003,920
August 25, 2014 – September 28, 2014	390,290	12.30	390,290	29,212,534
Total:	<u>471,290</u>	<u>12.30</u>	<u>471,290</u>	<u>34,003,920</u>

(1) Average price paid per share excludes commissions.

(2) On August 5, 2014, we announced that our Board of Directors approved a new share repurchase program, authorizing us to repurchase up to \$35.0 million of our common stock. Such repurchases may take place from time to time in the open market (including in pre-arranged stock trading plans in accordance with the guidelines specified in Rule 10b5-1 under the Exchange Act) or in privately negotiated transactions.

**ITEM 6. EXHIBITS**

The following exhibits are either provided with this Quarterly Report on Form 10-Q or are incorporated herein by reference.

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

**SIGNATURE**

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 thereunto duly authorized.

POTBELLY CORPORATION

Date: November 5, 2014

By: /s/ Charles Talbot  
Charles Talbot  
Chief Financial Officer  
(Principal Financial Officer)

Certification of Chief Executive Officer  
pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Aylwin Lewis, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Potbelly Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2014

By: /s/ Aylwin Lewis

Aylwin Lewis  
Chief Executive Officer and President  
(Principal Executive Officer)

Certification of Chief Financial Officer  
pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Charles Talbot, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Potbelly Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2014

By: /s/ Charles Talbot

Charles Talbot  
Chief Financial Officer  
(Principal Financial Officer)

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBANES-OXLEY ACT OF 2002

In accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Aylwin Lewis, Chief Executive Officer and President of Potbelly Corporation (the "Registrant"), and Charles Talbot, Chief Financial Officer of the Registrant, each hereby certifies that, to the best of his knowledge on the date hereof:

1. the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 28, 2014, to which this Certification is attached as Exhibit 32.1 (the "Quarterly Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: November 5, 2014

By: /s/ Aylwin Lewis

Aylwin Lewis  
Chief Executive Officer and President

Date: November 5, 2014

By: /s/ Charles Talbot

Charles Talbot  
Chief Financial Officer

This certification accompanies the Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Registrant for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Registrant specifically incorporates it by reference.