

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

Form 8-K

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

Date of Report (Date of earliest event reported): August 23, 2019

Potbelly Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36104
(Commission
File Number)

36-4466837
(IRS Employer
Identification No.)

111 N. Canal Street, Suite 850
Chicago, Illinois
(Address of Principal Executive Offices)

60606
(Zip Code)

Registrant's Telephone Number, Including Area Code: (312) 951-0600

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	PPPB	The NASDAQ Stock Market LLC (Nasdaq Global Select Market)

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.

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

(d) On August 23, 2019, the Board of Directors (the “Board”) of Potbelly Corporation (the “Company”) appointed David Head, 62, as a member of the Board. Mr. Head will serve until the 2020 annual meeting of the Company’s stockholders or until his successor has been duly elected and qualified. Mr. Head was also appointed to the Compensation Committee of the Board. Mr. Head is currently the Chief Executive Officer of Primanti Brothers, Inc., an East Coast and Great Lakes regional restaurant chain.

There are no arrangements or understandings between Mr. Head and any other persons pursuant to which he was selected as a director. Mr. Head will be eligible to receive the standard compensation paid to non-employee directors as previously disclosed by the Company. Neither the Company nor the Board is aware of any transaction in which Mr. Head has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Mr. Head will be indemnified by the Company pursuant to the Company’s Seventh Amended and Restated Certificate of Incorporation and Amended and Restated By-laws for actions associated with being a director. In addition, the Company has entered into an indemnification agreement with Mr. Head, which provides for indemnification to the fullest extent permitted under Delaware law. The indemnification agreement is substantially identical to the form of agreement executed by the Company’s other directors and executive officers.

A copy of the Company’s press release announcing the appointment of Mr. Head is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Potbelly Corporation Press Release dated August 28, 2019

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: August 28, 2019

Potbelly Corporation

By: /s/ Thomas Fitzgerald

Name: Thomas Fitzgerald

Title: Chief Financial Officer
(Principal Financial Officer)



Potbelly Corporation Appoints David Head to the Board of Directors

Tenured CEO with Nearly 40 Years of Restaurant Experience to Join Board of Directors

CHICAGO, August 28, 2019 – Potbelly Corporation (NASDAQ: PBPB), the iconic neighborhood sandwich shop concept, today announced the appointment of David Head to the Company's Board of Directors.

Dan Ginsberg, Chairman of the Board of Potbelly commented, "We are very excited to add David Head to our Board of Directors. David brings over three decades of experience leading brand transformations and facilitating franchise growth across numerous restaurant concepts. He complements the other strong restaurant experience that we have added to the board over the last few years and will provide strong stewardship for our executive team as they focus on maximizing shareholder value as we move forward."

Mr. Head stated, "I am honored to join the Board of Directors of Potbelly. I look forward to leveraging my past experiences to share insights with the Company as its turnaround strategy continues to gain momentum."

Mr. Head brings nearly 40 years of transformative executive leadership experience from the fine dining, casual, fast-casual and quick service sectors. Currently, he serves as Chairman and CEO of Primanti Brothers, where he has nearly tripled the size of the high-profile Pittsburgh-based chain during his six-year tenure. He has also served as the CEO of O' Charley's, Captain D's, Romacorp and Houlihan's Restaurant Group, in addition to spending nearly a decade as a successful franchisee partner in the Applebee's and Red Robin systems. Mr. Head also previously served on a number of Boards of Directors, including Bob Evans Farms, O' Charley's, Inc., Captain D's / Sagittarius Brands, and Imvescor. He earned his bachelor's degree in Hospitality Management from Florida International University.

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 over 40 shops in the United States. For more information, please visit our website at www.potbelly.com.

Contact Investor Relations:

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