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

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**Form 8-K**

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

**Date of Report (Date of earliest event reported): August 28, 2018**

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**Potbelly Corporation**

(Exact name of registrant as specified in its charter)

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**Commission File Number: 001-36104**

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

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

**111 N. Canal Street, Suite 850**  
**Chicago, Illinois 60606**  
(Address of principal executive offices, including zip code)

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

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

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

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

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

Emerging growth company

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

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

On August 28, 2018, Michael Coyne, the Chief Financial Officer (“CFO”) of Potbelly Corporation (the “Company”), informed the Company of his intention to resign from his position as CFO to accept another opportunity. Mr. Coyne will continue in his current position as Chief Financial Officer until September 21, 2018.

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

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Potbelly Corporation Press Release dated August 31, 2018</a>





**POTBELLY CORPORATION ANNOUNCES RESIGNATION OF CHIEF FINANCIAL OFFICER**

Chicago, IL. August 31, 2018 – Potbelly Corporation (NASDAQ: PBPB) today announced the resignation of Michael Coyne, Chief Financial Officer, who is leaving Potbelly to accept a senior leadership position with another company. Mr. Coyne will continue in his current position as Chief Financial Officer until September 21, 2018. Potbelly has begun a search to identify qualified candidates to fill the CFO position. Potbelly has a strong financial team in place that will continue to support the Company’s strategy during the search process.

Alan Johnson, Chief Executive Officer of Potbelly, commented, “Mike has been a great member of the Potbelly team during his tenure as our CFO and as interim CEO prior to my joining Potbelly. Mike has been extremely helpful to me during my transition to leading Potbelly, and I want to personally express my gratitude for his work and contribution. Mike will be assisting as we transition to a new CFO. I wish Mike nothing but the best in his new position.”

Mr. Coyne added, “My time and experience at Potbelly has been tremendous. I have worked with great people in an absolutely unique culture. I have especially enjoyed working with Alan as he has taken a fresh strategic look at the business. I look forward to seeing Potbelly execute on the long-term strategy we have put in place.”

**About Potbelly Sandwich Shop**

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 450 company-owned shops in the United States. Additionally, Potbelly franchisees operate more than 50 shops domestically, in the Middle East, Canada and India. For more information, please visit our website at [www.Potbelly.com](http://www.Potbelly.com).

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