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

FORM 10-Q

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

For the Quarterly Period Ended September 24, 2017

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

Potbelly Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

36-4466837
(IRS Employer
Identification Number)

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

(Address, including Zip Code, of Principal Executive Offices)

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

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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
(Do not check if a smaller reporting company)			
Emerging growth company	<input checked="" type="checkbox"/>		

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.

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 – 24,804,265 shares as of September 24, 2017

Potbelly Corporation and Subsidiaries
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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Potbelly Corporation and Subsidiaries
Condensed Consolidated Balance Sheets
(amounts in thousands, except share and par value data, unaudited)

	September 24, 2017	December 25, 2016
Assets		
Current assets		
Cash and cash equivalents	\$ 22,178	\$ 23,379
Accounts receivable, net of allowances of \$112 and \$78 as of September 24, 2017 and December 25, 2016, respectively	5,858	3,787
Inventories	3,310	3,365
Prepaid expenses and other current assets	10,694	8,020
Total current assets	<u>42,040</u>	<u>38,551</u>
Property and equipment, net	105,379	107,074
Indefinite-lived intangible assets	3,404	3,404
Goodwill	2,222	2,222
Deferred income taxes, non-current	18,381	19,410
Deferred expenses, net and other assets	4,804	4,784
Total assets	<u>\$ 176,230</u>	<u>\$ 175,445</u>
Liabilities and Equity		
Current liabilities		
Accounts payable	\$ 4,569	\$ 3,111
Accrued expenses	24,194	23,082
Accrued income taxes	—	1,622
Total current liabilities	<u>28,763</u>	<u>27,815</u>
Deferred rent and landlord allowances	23,000	21,076
Other long-term liabilities	2,511	2,318
Total liabilities	<u>54,274</u>	<u>51,209</u>
Stockholders' equity		
Common stock, \$0.01 par value—authorized 200,000,000 shares; outstanding 24,804,265 and 25,139,127 shares as of September 24, 2017 and December 25, 2016, respectively	313	309
Warrants	—	909
Additional paid-in-capital	414,943	407,622
Treasury stock, held at cost, 6,498,908 and 5,753,412 shares as of September 24, 2017, and December 25, 2016, respectively	(81,174)	(72,321)
Accumulated deficit	(212,729)	(213,034)
Total stockholders' equity	<u>121,353</u>	<u>123,485</u>
Non-controlling interest	603	751
Total stockholders' equity	<u>121,956</u>	<u>124,236</u>
Total liabilities and equity	<u>\$ 176,230</u>	<u>\$ 175,445</u>

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 24, 2017	September 25, 2016	September 24, 2017	September 25, 2016
Revenues				
Sandwich shop sales, net	\$ 105,327	\$ 103,224	\$ 313,568	\$ 303,116
Franchise royalties and fees	800	558	2,394	1,657
Total revenues	106,127	103,782	315,962	304,773
Expenses				
Sandwich shop operating expenses				
Cost of goods sold, excluding depreciation	28,405	28,478	83,703	83,224
Labor and related expenses	31,187	30,163	93,213	88,260
Occupancy expenses	14,354	13,111	42,792	39,042
Other operating expenses	12,464	11,338	36,349	32,570
General and administrative expenses	12,104	9,999	33,375	30,827
Depreciation expense	6,315	5,656	18,960	16,996
Pre-opening costs	336	340	955	731
Impairment and loss on disposal of property and equipment	1,536	1,855	5,762	2,880
Total expenses	106,701	100,940	315,109	294,530
Income (loss) from operations	(574)	2,842	853	10,243
Interest expense	32	33	101	102
Income (loss) before income taxes	(606)	2,809	752	10,141
Income tax expense (benefit)	(487)	960	252	3,732
Net income (loss)	(119)	1,849	500	6,409
Net income attributable to non-controlling interest	121	54	195	153
Net income (loss) attributable to Potbelly Corporation	\$ (240)	\$ 1,795	\$ 305	\$ 6,256
Net income (loss) per common share attributable to common stockholders:				
Basic	\$ (0.01)	\$ 0.07	\$ 0.01	\$ 0.24
Diluted	\$ (0.01)	\$ 0.07	\$ 0.01	\$ 0.24
Weighted average shares outstanding:				
Basic	24,959,023	25,240,374	25,030,951	25,772,846
Diluted	24,959,023	25,829,970	25,857,083	26,341,913

See accompanying notes to the unaudited condensed consolidated financial statements.

Potbelly Corporation and Subsidiaries
Condensed Consolidated Statements of Equity
(amounts in thousands, except share data, unaudited)

	Common Stock		Treasury Stock	Warrants	Additional Paid-In-Capital	Accumulated Deficit	Non-Controlling Interest	Total Equity
	Shares	Amount						
Balance at December 27, 2015	26,304,261	\$ 303	\$ (50,000)	\$ 909	\$ 399,458	\$ (221,246)	\$ 789	\$ 130,213
Net income	—	—	—	—	—	6,256	153	6,409
Stock-based compensation plans	511,781	5	—	—	5,414	—	—	5,419
Excess tax deficiencies associated with exercise of stock options	—	—	—	—	(605)	—	—	(605)
Repurchases of common stock	(1,574,316)	—	(20,447)	—	—	—	—	(20,447)
Distributions to non-controlling interest	—	—	—	—	—	—	(249)	(249)
Contributions from non-controlling interest	—	—	—	—	—	—	74	74
Amortization of stock-based compensation	—	—	—	—	2,266	—	—	2,266
Balance at September 25, 2016	25,241,726	\$ 308	\$ (70,447)	\$ 909	\$ 406,533	\$ (214,990)	\$ 767	\$ 123,080
Balance at December 25, 2016	25,139,127	\$ 309	\$ (72,321)	\$ 909	\$ 407,622	\$ (213,034)	\$ 751	\$ 124,236
Net income	—	—	—	—	—	305	195	500
Stock-based compensation plans	168,930	2	—	—	1,179	—	—	1,181
Exercise of stock warrants	241,704	2	—	(909)	2,879	—	—	1,972
Repurchases of common stock	(745,496)	—	(8,853)	—	—	—	—	(8,853)
Distributions to non-controlling interest	—	—	—	—	—	—	(354)	(354)
Contributions from non-controlling interest	—	—	—	—	—	—	11	11
Amortization of stock-based compensation	—	—	—	—	3,263	—	—	3,263
Balance at September 24, 2017	24,804,265	\$ 313	\$ (81,174)	\$ —	\$ 414,943	\$ (212,729)	\$ 603	\$ 121,956

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 24, 2017	September 25, 2016
Cash flows from operating activities:		
Net income	\$ 500	\$ 6,409
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	18,960	16,996
Deferred income tax	—	397
Deferred rent and landlord allowances	1,924	1,912
Amortization of stock compensation expense	3,263	2,266
Excess tax deficiency (benefit) from stock-based compensation	292	(24)
Asset impairment, store closure and disposal of property and equipment	5,922	2,897
Amortization of debt issuance costs	28	25
Changes in operating assets and liabilities:		
Accounts receivable, net	(1,422)	(61)
Inventories	54	141
Prepaid expenses and other assets	(2,650)	(457)
Accounts payable	699	(1,496)
Accrued and other liabilities	798	4,566
Net cash provided by operating activities	28,368	33,571
Cash flows from investing activities:		
Acquisition of franchise shop	—	(1,108)
Purchases of property and equipment	(23,526)	(19,883)
Net cash used in investing activities	(23,526)	(20,991)
Cash flows from financing activities:		
Proceeds from exercise of stock options	1,181	5,746
Proceeds from exercise of stock warrants	1,972	—
Treasury stock repurchases	(8,853)	(20,447)
Excess tax benefit from stock-based compensation	—	24
Contributions from non-controlling interest	11	74
Distributions to non-controlling interest	(354)	(249)
Net cash used in financing activities	(6,043)	(14,852)
Net decrease in cash and cash equivalents	(1,201)	(2,272)
Cash and cash equivalents at beginning of period	23,379	32,006
Cash and cash equivalents at end of period	<u>\$ 22,178</u>	<u>\$ 29,734</u>
Supplemental cash flow information:		
Income taxes paid	\$ 3,346	\$ 2,265
Interest paid	73	82
Supplemental non-cash investing and financing activities:		
Unpaid liability for purchases of property and equipment	\$ 2,752	\$ 3,142

See accompanying notes to the unaudited condensed consolidated financial statements

Potbelly Corporation and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements (unaudited)

(1) Organization and Other Matters

Business

Potbelly Corporation (the “Company” or “Potbelly”), through its wholly-owned subsidiaries, operates or franchises Potbelly Sandwich Shops in 31 states and the District of Columbia. The Company also sells and administers franchises of Potbelly Sandwich Shops. The first domestic franchise location administered by the Company opened during February 2011. Additionally, in February 2011, the Company opened its first international franchise in the Middle East. In July 2015, the Company opened its first franchise shop in the United Kingdom and in October 2016, the Company opened its first franchise shop in Canada. Additionally, during April 2016, the Company transitioned a franchise shop to a company-operated shop for a purchase price of \$1.1 million. The Company recorded \$0.8 million of goodwill related to the transaction. The Company believes this acquisition is immaterial.

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 25, 2016. The unaudited condensed consolidated financial statements included herein have been prepared by the Company without audit, pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) regarding interim financial reporting. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America (“U.S. GAAP”) have been condensed or omitted pursuant to the SEC 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 September 24, 2017 and December 25, 2016, its statement of operations for the 13 and 39 weeks ended September 24, 2017 and September 25, 2016 and its statement of cash flows for the 39 weeks ended September 24, 2017 and September 25, 2016 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 recorded within its consolidated financial statements and therefore, does not separately present a statement of comprehensive income in its condensed 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 and Potbelly Sandwich Works, LLC (“LLC”); eight of LLC’s wholly owned subsidiaries and LLC’s five joint ventures, collectively, the “Company.” All significant intercompany balances and transactions have been eliminated in consolidation. For consolidated joint ventures, non-controlling interest represents a non-controlling partner’s share of the assets, liabilities and operations related to the five joint venture investments. The Company has ownership interests ranging from 51-80% in these consolidated joint ventures.

Fiscal Year

The Company uses a 52/53-week fiscal year that ends on the last Sunday of the calendar period. Approximately every five or six years a 53rd week is added. Fiscal year 2017 consists of 53 weeks and 2016 consisted of 52 weeks. The fiscal quarters ended September 24, 2017 and September 25, 2016 each consisted of 13 weeks.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. Significant estimates include amounts for long-lived assets and income taxes. Actual results could differ from those estimates.

New and Revised Financial Accounting Standards

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (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 International Financial Reporting Standards (IFRS). The FASB approved a one-year deferral of the effective date of ASU 2014-09, such that it will become effective for the annual period beginning after December 15, 2017. In addition, the FASB issued ASU 2016-08, ASU 2016-10 and ASU 2016-12 in March 2016, April 2016 and May 2016, respectively, to help provide interpretive clarifications on the new guidance in Accounting Standards Codification (ASC) Topic 606. Potbelly will adopt the standard effective the first quarter of 2018 and apply the amendments using the modified retrospective method. The Company has determined that the adoption will not have a material impact on sandwich shop sales, but will impact franchise revenue and gift card breakage. Potbelly licenses intellectual property and trademarks to franchisees through franchise arrangements. As part of these agreements, Potbelly receives an initial franchise fee payment which is recognized as revenue when the shop opens. Effective for the annual period beginning January 1, 2018, initial franchise fees will generally be recognized as revenue over the life of the contract. Potbelly sells gift cards to customers and records the sale as a liability. The liability is released once the card is redeemed. Historically a portion of these gift card sales are not redeemed by the customer ("breakage"). Potbelly recognizes breakage two years after the period of sale. Effective for the annual period beginning January 1, 2018, expected breakage is anticipated to be recognized as customers redeem the gift cards. The Company is continuing its assessment, which may identify additional impacts this standard will have on its consolidated financial statements and related disclosures.

In February 2016, the FASB issued ASU No. 2016-02, "Leases," which will replace the existing guidance in ASC 840, "Leases." The pronouncement requires a dual approach for lessee accounting under which a lessee would account for leases as finance leases or operating leases. Both finance leases and operating leases will result in the lessee recognizing a right-of-use asset and a corresponding lease liability. For finance leases, the lessee would recognize interest expense and amortization of the right-of-use asset and for operating leases, the lessee would recognize a straight-line total lease expense. The pronouncement is effective for fiscal years beginning after December 15, 2018, including annual and interim periods thereafter. In addition, the pronouncement requires the use of the modified retrospective method, which will require adjustment to all comparative periods presented in the consolidated financial statements. The Company is currently evaluating the impact ASU 2016-02 will have on its financial position, results of operations and cash flows but expects that it will result in a material increase in its long-term assets and liabilities given the Company has a significant number of leases.

In March 2016, the FASB issued ASU No. 2016-09, "Compensation – Stock Compensation (Topic 718)." The pronouncement simplifies the accounting for the taxes related to stock-based compensation, including the accounting for income taxes, forfeitures and statutory tax withholding requirements, as well as classification within the statement of cash flows. The pronouncement is effective for annual periods beginning after December 15, 2016, including annual and interim periods thereafter. Potbelly adopted ASU 2016-09 in the first quarter of 2017. The primary impact of adoption was the recognition of excess tax benefits and deficiencies that arise upon vesting or exercise of share-based payments in the Income Statement as income tax expense instead of a component of equity recorded to paid-in capital. This aspect of the new guidance, which was required to be adopted prospectively, resulted in an additional income tax expense of \$45 thousand and \$292 thousand for the 13 weeks and 39 weeks ended September 24, 2017, respectively. Potbelly has elected to continue to estimate forfeitures expected to occur to determine the amount of compensation cost to be recognized in each period. Excess income tax benefits and deficiencies from stock-based compensation arrangements are now classified as cash flow from operations, instead of as cash flow used in financing activities. The Company elected to apply this change in presentation prospectively and as such prior periods have not been adjusted. Additionally, in accordance with the new standard, the Company now excludes excess tax benefits and deficiencies from the assumed proceeds available to repurchase shares in the computation of the Company's diluted earnings per share.

In January 2017, the FASB issued ASU No. 2017-04, "Intangibles – Goodwill and Other (Topic 350)." The new standard eliminates step 2 from the goodwill impairment test. Instead, if the carrying amount of a reporting unit exceeds its fair value, an impairment loss will be recognized in an amount equal to that excess. Under current U.S. GAAP, to perform step 2 an entity must determine its implied fair value, which is determined in the same manner as the amount of goodwill recognized in a business combination. In addition to eliminating step 2, the new standard eliminates the requirement for a reporting unit with a zero or negative carrying amount to perform a qualitative assessment and, if it fails that qualitative test, to perform step 2 of the goodwill impairment test. Instead, all reporting units, even those with a zero or negative amount will apply the same impairment test. An entity is required to disclose the amount of goodwill allocated to each reporting unit with a zero or negative carrying amount of net assets. The standard will be effective for Potbelly in the fiscal year beginning after December 15, 2019. Early adoption for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017 is permitted. This amendment is required to be applied on a prospective basis. Potbelly is currently assessing the impact and timing of adopting this guidance on its consolidated financial statements.

(2) Fair Value Measurement

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, on a quarterly basis or 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 the Company's shops during the 13 weeks and 39 weeks ended September 24, 2017, it was determined that indicators of impairment were present for certain shops as a result of continued underperformance. The Company performed an impairment analysis related to these shops and recorded an impairment charge of \$1.5 million and \$5.8 million for the 13 and 39 weeks ended September 24, 2017, respectively. Included within the impairment charge for the 13 and 39 weeks ended September 24, 2017, impairment charges of \$0.7 million were recorded in relation to Hurricane Harvey, with insurance recoveries of \$0.7 million also recorded within the same caption. The company recorded an impairment charge of \$1.9 million and \$2.9 million for the 13 and 39 weeks ended September 25, 2016, respectively.

(3) Earnings (Loss) Per Share

Basic and diluted income per common share attributable to common stockholders was calculated using the weighted average number of common shares outstanding for the period. Diluted income per common share attributable to common stockholders is computed by dividing the income allocated to common stockholders by the weighted average number of fully diluted common shares outstanding. In periods of a net loss, no potential common shares are included in diluted shares outstanding as the effect is anti-dilutive. For the 13 weeks ended September 24, 2017, the Company had a loss per share, therefore, shares were excluded for potential stock option exercises and warrant exercises.

The following table summarizes the earnings (loss) per share calculation:

	For the 13 Weeks Ended		For the 39 Weeks Ended	
	September 24, 2017	September 25, 2016	September 24, 2017	September 25, 2016
Net income (loss) attributable to Potbelly Corporation	\$ (240)	\$ 1,795	\$ 305	\$ 6,256
Weighted average common shares outstanding-basic	24,959,023	25,240,374	25,030,951	25,772,846
Plus: Effect of potential stock options exercise	—	533,249	770,965	514,257
Plus: Effect of potential warrant exercise	—	56,347	55,167	54,810
Weighted average common shares outstanding-diluted	24,959,023	25,829,970	25,857,083	26,341,913
Income (loss) per share available to common stockholders-basic	\$ (0.01)	\$ 0.07	\$ 0.01	\$ 0.24
Income (loss) per share available to common stockholders-diluted	\$ (0.01)	\$ 0.07	\$ 0.01	\$ 0.24
<u>Potentially dilutive shares that are considered anti-dilutive:</u>				
Common share options	4,012,073	1,233,294	1,151,317	1,236,599

(4) Income Taxes

The Company recognized income tax benefit of \$0.5 million on a pre-tax loss of \$0.6 million, or an effective tax rate benefit of 80.4%, for the 13 weeks ended September 24, 2017, compared to income tax expense of \$1.0 million on pre-tax income of \$2.8 million, or an effective tax rate of 34.2%, for the 13 weeks ended September 25, 2016. The Company recognized income tax expense of \$0.3 million on pre-tax income of \$0.8 million, or an effective tax rate of 33.5%, for the 39 weeks ended September 24, 2017, compared to income tax expense of \$3.7 million on pre-tax income of \$10.1 million, or an effective tax rate of 36.8%, for the 39 weeks ended September 25, 2016. The effective tax rate differed from the federal statutory rate primarily due to a change in earnings and the adoption of ASU 2016-09, which had an unfavorable impact to the Company's tax rate benefit of 7.5% for the 13 weeks ended September 24, 2017 and an unfavorable impact of 38.9% for the 39 weeks ended September 24, 2017. See Note 1 for additional information regarding the adoption of ASU 2016-09.

(5) Capital Stock

On September 8, 2016, the Company announced that its Board of Directors authorized a share repurchase program of up to \$30.0 million of the Company's common stock. The Company's previous \$35.0 million share repurchase program, authorized in September 2015, was completed in July 2016. The current program permits the Company, from time to time, to 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 39 weeks ended September 24, 2017, the Company repurchased 745,496 shares of its common stock for approximately \$8.9 million, including cost and commission, in open market transactions. As of September 24, 2017, the remaining dollar value of authorization under the share repurchase program was \$18.8 million, which does not include commission. Repurchased shares are included as treasury stock in the condensed consolidated balance sheets and the condensed consolidated statements of equity.

(6) Stock-Based Compensation

Stock options are awarded under the 2013 Long-Term Incentive Plan to eligible employees. The fair value of stock options is determined using the Black-Scholes option pricing model. The weighted average fair value of options granted during the 39 weeks ended September 24, 2017 was \$4.58 per share, as estimated using the following weighted average assumptions: expected life of options – 6.25 years; volatility – 36.37%; risk-free interest rate – 2.23%; and dividend yield – 0.0%. The Company used the simplified method for determining the expected life of the options. The expected volatility of the options was calculated using the Company's historical data.

A summary of activity for the 39 weeks ended September 24, 2017 is as follows:

Options	Shares (Thousands)	Weighted Average Exercise Price	Aggregate Intrinsic Value (Thousands)	Weighted Average Remaining Term (Years)
Outstanding—December 25, 2016	4,013	\$ 10.61	\$ 13,455	4.78
Granted	263	11.55		
Exercised	(125)	9.48		
Canceled	(68)	15.23		
Outstanding—September 24, 2017	4,083	\$ 10.63	\$ 7,390	4.44
Exercisable—September 24, 2017	3,288	\$ 10.06	\$ 7,185	3.54

The company also awards restricted stock units ("RSUs") to certain non-employee members of its Board of Directors and the senior leadership team. In May 2017, the Company issued 153,369 shares of RSUs with a grant-date fair value of \$11.05 upon issuance. In August 2017, the Company issued 2,608 shares of RSUs to certain non-employee members of its Board of Directors. The RSUs had a grant-date fair value of \$11.15 upon issuance. The Board of Director grants have a vesting schedule of 50% on the first anniversary of the grant date and 50% on the second anniversary of the grant date. The senior leadership team grants vest in one-third increments over a three-year period beginning in March 2018.

Stock-based compensation is measured at the grant date, based on the calculated fair value of the award and is recognized as 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 weeks ended September 24, 2017, the Company recognized stock-based compensation expense of \$1.4 million, of which \$0.6 million was related to Chief Executive Officer (CEO) transition costs. For the 39 weeks ended September 24, 2017, the Company recognized stock-based compensation expense of \$3.3 million, of which \$0.8 million was related to CEO transition costs. For the 13 and 39 weeks ended September 25, 2016, the Company recognized stock-based compensation of \$0.8 million and \$2.3 million, respectively. As of September 24, 2017, unrecognized stock-based compensation expense was \$4.9 million, which will be recognized through fiscal year 2021. The Company records stock-based compensation expense within general and administrative expenses in the condensed consolidated statements of operations.

(7) Commitments and Contingencies

The Company is 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 the Company's financial position or results of operations and cash flows.

In 2016, the Company received notice of a potential claim alleging that it violated the Fair Labor Standards Act by not paying overtime to its assistant managers, whom the Company had classified as exempt employees. Although the Company believes that its assistant managers were properly classified as exempt under both federal and state laws, the Company agreed to mediate the matter. On February 20, 2017, the parties entered into a Settlement Agreement and Release whereby participating assistant managers agreed to release the Company from all federal and/or state wage and hour claims in exchange for a gross settlement amount of \$1.3 million. As part of the settlement process, a complaint was filed on February 17, 2017 in the Circuit Court of the Fifteenth Judicial Circuit in and for Palm Beach County, Florida. A motion seeking the Court's approval of the settlement was filed on February 21, 2017, which was subsequently approved. In March 2017, the Company paid out the settlement, which was booked against the previously recorded liability.

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 25, 2016. This discussion contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (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 25, 2016, for a discussion of factors that could cause our actual results to differ from those expressed or implied by forward-looking statements.

Overview

Potbelly Corporation (the "Company" or "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.

The table below sets forth a rollforward of company-operated and franchise operated activities:

	Company- Operated	Franchise-Operated		Total	Total Company
		Domestic	International		
Shops as of December 27, 2015	372	24	12	36	408
Shops opened	15	5	2	7	22
Shops purchased from franchisee	1	(1)	—	(1)	—
Shops closed	(1)	—	(1)	(1)	(2)
Shops as of September 25, 2016	<u>387</u>	<u>28</u>	<u>13</u>	<u>41</u>	<u>428</u>
Shops as of December 25, 2016	411	30	13	43	454
Shops opened	22	10	3	13	35
Shops closed	(7)	—	—	—	(7)
Shops as of September 24, 2017	<u>426</u>	<u>40</u>	<u>16</u>	<u>56</u>	<u>482</u>

Financial Results

In the third quarter of 2017 Potbelly experienced temporary shop closures in Texas due to Hurricane Harvey. In total, 22 shops were affected, with one shop being significantly damaged. Included within Potbelly's Condensed Consolidated Statements of Operations within impairment and loss on disposal of property and equipment, impairment charges of \$0.7 were million recorded in relation to this shop, with insurance recoveries of \$0.7 million also recorded within the same caption.

13 Weeks Ended September 24, 2017 Compared to 13 Weeks Ended September 25, 2016

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 24, 2017	% of Revenues	September 25, 2016	% of Revenues		
Revenues						
Sandwich shop sales, net	\$ 105,327	99.2%	\$ 103,224	99.5%	\$ 2,103	2.0%
Franchise royalties and fees	800	0.8	558	0.5	242	43.4
Total revenues	106,127	100.0	103,782	100.0	2,345	2.3
Expenses						
Sandwich shop operating expenses						
Cost of goods sold, excluding depreciation	28,405	26.8	28,478	27.4	(73)	(0.3)
Labor and related expenses	31,187	29.4	30,163	29.1	1,024	3.4
Occupancy expenses	14,354	13.5	13,111	12.6	1,243	9.5
Other operating expenses	12,464	11.7	11,338	10.9	1,126	9.9
General and administrative expenses	12,104	11.4	9,999	9.6	2,105	21.1
Depreciation expense	6,315	6.0	5,656	5.4	659	11.7
Pre-opening costs	336	0.3	340	0.3	(4)	(1.2)
Impairment and loss on disposal of property and equipment	1,536	1.4	1,855	1.8	(319)	(17.2)
Total expenses	106,701	100.5	100,940	97.3	5,761	5.7
Income (loss) from operations	(574)	(0.5)	2,842	2.7	(3,416)	>(100)
Interest expense	32	*	33	*	(1)	(3.0)
Income (loss) before income taxes	(606)	(0.6)	2,809	2.7	(3,415)	>(100)
Income tax expense (benefit)	(487)	(0.5)	960	0.9	(1,447)	>(100)
Net income (loss)	(119)	*	1,849	1.8	(1,968)	>(100)
Net income attributable to non-controlling interest	121	0.1	54	*	67	>100
Net income (loss) attributable to Potbelly Corporation	\$ (240)	(0.2)%	\$ 1,795	1.7%	\$ (2,035)	>(100)%

* Amount was less than 0.1%

Revenues

Total revenues increased by \$2.3 million, or 2.3%, to \$106.1 million during the 13 weeks ended September 24, 2017, from \$103.8 million during the 13 weeks ended September 25, 2016. The revenue growth was driven by an increase in sales of \$9.5 million from shops not yet in our company-operated comparable store sales base and an increase in sales of \$0.2 million from franchise royalties and fees. These increases were partially offset by a decrease in sales of \$4.7 million, or 4.8%, from company-operated comparable store shops and a decrease in sales of \$2.7 million from shops that have closed. The decrease in company-operated comparable store sales resulted from a decrease in traffic partially offset by certain menu price increases.

Cost of Goods Sold

Cost of goods sold decreased by \$0.1 million, or 0.3%, to \$28.4 million during the 13 weeks ended September 24, 2017, from \$28.5 million during the 13 weeks ended September 25, 2016, primarily due to a decrease in input costs, which were partially offset by an increase in costs due to an increase in sales volume. As a percentage of revenues, cost of goods sold decreased to 26.8% during the 13 weeks ended September 24, 2017, from 27.4% during the 13 weeks ended September 25, 2016, primarily driven by certain menu price increases partially offset by inflation.

Labor and Related Expenses

Labor and related expenses increased by \$1.0 million, or 3.4%, to \$31.2 million during the 13 weeks ended September 24, 2017, from \$30.2 million during the 13 weeks ended September 25, 2016, primarily due to new shop openings, which was partially offset by a decrease in expense from company-operated comparable store shops. As a percentage of revenues, labor and related expenses increased to 29.4% during the 13 weeks ended September 24, 2017, from 29.1% during the 13 weeks ended September 25, 2016, primarily driven by a decrease in company-operated comparable store shop revenue and inflationary wage increases in certain states.

Occupancy Expenses

Occupancy expenses increased by \$1.2 million, or 9.5%, to \$14.4 million during the 13 weeks ended September 24, 2017, from \$13.1 million during the 13 weeks ended September 25, 2016, primarily due to new shop openings and an increase in real estate taxes, rent expense and common area maintenance. These increases were partially offset by a decrease in expenses from shops that have closed. As a percentage of revenues, occupancy expenses increased to 13.5% during the 13 weeks ended September 24, 2017, from 12.6% during the 13 weeks ended September 25, 2016, primarily due to a decrease in company-operated comparable store shop revenue and an increase in real estate taxes, rent expense and common area maintenance. These increases in the percentage of revenue were partially offset by a decrease in expenses from shops that have closed.

Other Operating Expenses

Other operating expenses increased by 1.1 million, or 9.9%, to \$12.5 million during the 13 weeks ended September 24, 2017, from \$11.3 million during the 13 weeks ended September 25, 2016. The increase was attributable to new shop openings as well as higher utility costs, information technology costs, credit card fees and shop repairs. As a percentage of revenues, other operating expenses increased to 11.7% during the 13 weeks ended September 24, 2017, from 10.9% during the 13 weeks ended September 25, 2016, primarily driven by a decrease in company-operated comparable store shop revenue, higher utility costs and information technology costs.

General and Administrative Expenses

General and administrative expenses increased by \$2.1 million, or 21.1%, to \$12.1 million during the 13 weeks ended September 24, 2017, from \$10.0 million during the 13 weeks ended September 25, 2016. The increase was driven primarily by Chief Executive Officer (CEO) transition costs of \$1.2 million, advertising costs and store closure expenses. These increases were partially offset by lower performance-based incentive expenses. As a percentage of revenues, general and administrative expenses increased to 11.4% during the 13 weeks ended September 24, 2017, from 9.6% during the 13 weeks ended September 25, 2016, primarily due to CEO transition costs of \$1.2 million, advertising costs and store closure expenses. These increase were partially offset by lower performance-based incentive expenses.

Depreciation Expense

Depreciation expense increased by 0.7 million, or 11.7%, to \$6.3 million during the 13 weeks ended September 24, 2017, from \$5.7 million during the 13 weeks ended September 25, 2016, primarily due to a higher depreciable base related to new shops, existing shop capital investments and investments in technology such as the mobile application. These increases were partially offset by impairment charges taken subsequent to the 13 weeks ended September 25, 2016, which lowered the depreciable base. As a percentage of revenues, depreciation increased to 6.0% during the 13 weeks ended September 24, 2017, from 5.4% during the 13 weeks ended September 25, 2016, driven by a decrease in company-operated comparable store shop revenue and a higher depreciable base related to new shops and existing shop capital investments. These impacts were partially offset by impairment charges taken subsequent to the 13 weeks ended September 25, 2016, which lowered the depreciable base.

Pre-Opening Costs

Pre-opening costs were \$0.3 million during the 13 weeks ended September 24, 2017 and September 25, 2016.

Impairment and Loss on Disposal of Property and Equipment

Impairment and loss on disposal of property and equipment decreased to \$1.5 million during the 13 weeks ended September 24, 2017, from \$1.9 million during the 13 weeks ended September 25, 2016. After performing periodic reviews of Company shops during the third quarter of 2017, it was determined that indicators of impairment were present for certain shops as a result of continued underperformance. We performed impairment analyses related to these shops and recorded an impairment charge of \$1.5 million for the excess of the carrying amount recorded on our balance sheet over the shops' estimated fair value. We perform impairment analyses on a quarterly basis which involve significant judgment by management including estimates of future cash flows and future growth rates, among other assumptions. Based on our current projections, no impairment, beyond what has already been recorded, has been identified. However, given the current challenges facing the industry and our business, future evaluations could result in additional impairment charges.

Interest Expense

Interest expense was \$32 thousand during the 13 weeks ended September 24, 2017 and \$33 thousand during the 13 weeks ended September 25, 2016.

Income Tax Expense

Income tax expense decreased by \$1.5 million, or 150.7%, to a benefit of 0.5 million for the 13 weeks ended September 24, 2017, from \$1.0 million for the 13 weeks ended September 25, 2016, primarily attributable to lower pre-tax book income and certain tax benefits. The decrease was partially offset by the adoption of Accounting Standards Update (ASU) 2016-09, which resulted in the tax effects of equity-based compensation being recorded through the income statement rather than equity. For the 13 weeks ended September 24, 2017, the effective tax rate was 80.4%, compared to 34.2% for the 13 weeks ended September 25, 2016. The increase in the effective tax rate was driven by lower pre-tax book income and certain tax benefits partially offset by the net effect of the adoption of ASU 2016-09 for stock-based compensation, which impacted our tax rate by 7.5%. See Note 1 to the Condensed Consolidated Financial Statements for additional information regarding the adoption of ASU 2016-09.

39 Weeks Ended September 24, 2017 Compared to 39 Weeks Ended September 25, 2016

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 24, 2017	% of Revenues	September 25, 2016	% of Revenues		
Revenues						
Sandwich shop sales, net	\$ 313,568	99.2%	\$ 303,116	99.5%	\$ 10,452	3.4%
Franchise royalties and fees	2,394	0.8	1,657	0.5	737	44.5
Total revenues	315,962	100.0	304,773	100.0	11,189	3.7
Expenses						
Sandwich shop operating expenses						
Cost of goods sold, excluding depreciation	83,703	26.5	83,224	27.3	479	0.6
Labor and related expenses	93,213	29.5	88,260	29.0	4,953	5.6
Occupancy expenses	42,792	13.5	39,042	12.8	3,750	9.6
Other operating expenses	36,349	11.5	32,570	10.7	3,779	11.6
General and administrative expenses						
Depreciation expense	18,960	6.0	16,996	5.6	1,964	11.6
Pre-opening costs	955	0.3	731	0.2	224	30.6
Impairment and loss on disposal of property and equipment	5,762	1.8	2,880	0.9	2,882	>100
Total expenses	315,109	99.7	294,530	96.6	20,579	7.0
Income from operations	853	0.3	10,243	3.4	(9,390)	(91.7)
Interest expense	101	*	102	*	(1)	(1.0)
Income before income taxes	752	0.2	10,141	3.3	(9,389)	(92.6)
Income tax expense	252	*	3,732	1.2	(3,480)	(93.2)
Net income	500	0.2	6,409	2.1	(5,909)	(92.2)
Net income attributable to non-controlling interests	195	*	153	*	42	27.5
Net income attributable to Potbelly Corporation	\$ 305	*	\$ 6,256	2.1%	\$ (5,951)	(95.1)%

* Amount was less than 0.1%

Revenues

Total revenues increased by \$11.2 million, or 3.7%, to \$316.0 million during the 39 weeks ended September 24, 2017, from \$304.8 million during the 39 weeks ended September 25, 2016. The revenue growth was driven by an increase in sales of \$27.6 million from shops not yet in our company-operated comparable store sales base and an increase in sales of \$0.7 million from franchise royalties and fees. These increases were partially offset by a decrease in sales of \$12.6 million, or 4.3%, from company-operated comparable store shops and a decrease in sales of \$4.6 million from shops that have closed. The decrease in company-operated comparable store sales resulted from a decrease in traffic partially offset by certain menu price increases.

Cost of Goods Sold

Cost of goods sold increased by \$0.5 million, or 0.6%, to \$83.7 million during the 39 weeks ended September 24, 2017, from \$83.2 million during the 39 weeks ended September 25, 2016, primarily due to an increase in sales volume. As a percentage of revenues, cost of goods sold decreased to 26.5% during the 39 weeks ended September 24, 2017, from 27.3% during the 39 weeks ended September 25, 2016, primarily driven by certain menu price increases.

Labor and Related Expenses

Labor and related expenses increased by \$5.0 million, or 5.6%, to \$93.2 million during the 39 weeks ended September 24, 2017, from \$88.3 million during the 39 weeks ended September 25, 2016, primarily due to new shop openings and inflationary wage increases in certain states. As a percentage of revenues, labor and related expenses increased to 29.5% during the 39 weeks ended September 24, 2017, from 29.0% during the 39 weeks ended September 25, 2016, primarily driven by inflationary wage increases in certain states and a decrease in company-operated comparable store shop revenue partially offset by certain menu price increases.

Occupancy Expenses

Occupancy expenses increased by \$3.8 million, or 9.6%, to \$42.8 million during the 39 weeks ended September 24, 2017, from \$39.0 million during the 39 weeks ended September 25, 2016, primarily due to new shop openings and an increase in real estate taxes, rent expense and common area maintenance. As a percentage of revenues, occupancy expenses increased to 13.5% during the 39 weeks ended September 24, 2017, from 12.8% during the 39 weeks ended September 25, 2016, primarily due to a decrease in company-operated comparable store shop revenue and an increase in real estate taxes, rent expense and common area maintenance.

Other Operating Expenses

Other operating expenses increased by \$3.8 million, or 11.6%, to \$36.3 million during the 39 weeks ended September 24, 2017, from \$32.6 million during the 39 weeks ended September 25, 2016. The increase was attributable to new shop openings as well as higher utility costs, information technology costs and credit card fees. As a percentage of revenues, other operating expenses increased to 11.5% during the 39 weeks ended September 24, 2017, from 10.7% during the 39 weeks ended September 25, 2016, primarily driven by a decrease in company-operated comparable store shop revenue, higher utility expense, information technology costs and credit card fees.

General and Administrative Expenses

General and administrative expenses increased by \$2.6 million, or 8.3%, to \$33.4 million during the 39 weeks ended September 24, 2017, from \$30.8 million during the 39 weeks ended September 25, 2016. The increase was driven primarily by CEO transition costs of \$2.2 million, store closure expenses and advertising costs. This increase was partially offset by lower performance-based incentive expenses. As a percentage of revenues, general and administrative expenses increased to 10.6% during the 39 weeks ended September 24, 2017, from 10.1% during the 39 weeks ended September 25, 2016, primarily due to CEO transition costs, store closure expenses and advertising costs. These increases were partially offset by lower performance-based incentive expenses.

Depreciation Expense

Depreciation expense increased by \$2.0 million, or 11.6%, to \$19.0 million during the 39 weeks ended September 24, 2017, from \$17.0 million during the 39 weeks ended September 25, 2016, primarily due to a higher depreciable base related to new shops, existing shop capital investments and investments in technology such as the mobile application. These increases were partially offset by impairment charges taken subsequent to the 39 weeks ended September 25, 2016, which lowered the depreciable base. As a percentage of revenues, depreciation increased to 6.0% during the 39 weeks ended September 24, 2017, from 5.6% during the 39 weeks ended September 25, 2016, driven by a decrease in company-operated comparable store shop revenue and a higher depreciable base related to new shops and existing shop capital investments. These impacts were partially offset by impairment charges taken subsequent to the 39 weeks ended September 25, 2016, which lowered the depreciable base.

Pre-Opening Costs

Pre-opening costs increased by \$0.2 million, or 30.6%, to \$1.0 million during the 39 weeks ended September 24, 2017, from \$0.7 million during the 39 weeks ended September 25, 2016.

Impairment and Loss on Disposal of Property and Equipment

Impairment and loss on disposal of property and equipment increased to \$5.8 million during the 39 weeks ended September 24, 2017, compared to \$2.9 million during the 39 weeks ended September 25, 2016. After performing periodic reviews of Company shops during the first three quarters of 2017, it was determined that indicators of impairment were present for certain shops as a result of continued underperformance. We performed impairment analyses related to these shops and recorded impairment charges of \$5.8 million for the excess of the carrying amount recorded on our balance sheet over the shops' estimated fair value. We perform impairment analyses on a quarterly basis which involve significant judgment by management including estimates of future cash flows and future growth rates, among other assumptions. Based on our current projections, no impairment, beyond what has already been recorded, has been identified. However, given the current challenges facing the industry and our business, future evaluations could result in additional impairment charges.

Interest Expense

Interest expense was \$101 thousand during the 39 weeks ended September 24, 2017 and \$102 thousand during the 39 weeks ended September 25, 2016.

Income Tax Expense

Income tax expense decreased by \$3.5 million, or 93.2%, to \$0.3 million for the 39 weeks ended September 24, 2017, from \$3.7 million for the 39 weeks ended September 25, 2016, primarily attributable to lower pre-tax book income and certain tax benefits. The decrease was partially offset by the adoption of ASU 2016-09, which resulted in the tax effects of equity-based compensation being recorded through the income statement rather than equity. For the 39 weeks ended September 24, 2017, the effective tax rate was 33.5%, compared to 36.8% for the 39 weeks ended September 25, 2016. The decrease in the effective tax rate was primarily driven by lower pre-tax book income and certain tax benefits partially offset by the net effect of the adoption of ASU 2016-09 for stock-based compensation, which increased our tax rate by approximately 38.9%. See Note 1 to the Condensed Consolidated Financial Statements for additional information regarding the adoption of ASU 2016-09.

Liquidity and Capital Resources

General

Our ongoing 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), repurchases of our common stock, lease obligations, purchases of existing franchise-operated shops 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. Therefore, we are able to sell certain inventory items before we have to pay our suppliers. 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 24, 2017	September 25, 2016
Net cash provided by (used in):		
Operating activities	\$ 28,368	\$ 33,571
Investing activities	(23,526)	(20,991)
Financing activities	(6,043)	(14,852)
Net decrease in cash	<u>\$ (1,201)</u>	<u>\$ (2,272)</u>

Operating Activities

Net cash provided by operating activities decreased to \$28.4 million for the 39 weeks ended September 24, 2017, from \$33.6 million for the 39 weeks ended September 25, 2016. The \$5.2 million decrease was primarily driven by changes in certain working capital accounts mainly due to timing. The remainder of the difference was primarily attributable to a decrease of \$5.9 million in net income.

Investing Activities

Net cash used in investing activities increased to \$23.5 million for the 39 weeks ended September 24, 2017, from \$21.0 million for the 39 weeks ended September 25, 2016. The increase was primarily due to construction costs for new company-operated shops opened for the 39 weeks ended September 24, 2017, compared to new company-operated shops opened for the 39 weeks ended September 25, 2016, as well as capital expenditures for future shop openings, maintaining our existing shops and certain other projects.

Financing Activities

Net cash used in financing activities decreased to \$6.0 million for the 39 weeks ended September 24, 2017, from \$14.9 million for the 39 weeks ended September 25, 2016. The decrease in net cash used was primarily driven by \$8.9 million of treasury stock repurchased during the 39 weeks ended September 24, 2017, compared to \$20.4 million during the 39 weeks ended September 25, 2016. Additionally, Potbelly received \$3.2 million in proceeds from the exercise of stock options and warrants during the 39 weeks ended September 24, 2017, compared to \$5.7 million during the 39 weeks ended September 25, 2016.

Stock Repurchase Program

On September 8, 2016, the Company announced that its Board of Directors authorized a share repurchase program of up to \$30.0 million of the Company's common stock. The Company's previous \$35.0 million share repurchase program, authorized in September 2015, was completed in July 2016. The current program permits the Company, from time to time, to 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 of 1934, as amended) or in privately negotiated transactions. During the 39 weeks ended September 24, 2017, the Company repurchased 745,496 shares of our common stock for approximately \$8.9 million, including cost and commission, in open market transactions. As of September 24, 2017, the remaining dollar value of authorization under the share repurchase program was \$18.8 million, which does not include commission. Repurchased shares are included as treasury stock in the condensed consolidated balance sheets and the condensed consolidated statements of equity.

Credit Facility

On December 9, 2015, we entered into an amended and restated five-year revolving credit facility agreement that expires in November 2020. The credit agreement provides, among other things, for a revolving credit facility in a maximum principal amount of \$50.0 million, with possible future increases to \$75.0 million under an expansion feature. Borrowings under the credit facility generally bear interest at our option at either (i) a eurocurrency rate determined by reference to the applicable London Interbank Offered Rate (LIBOR) plus a margin ranging from 1.00% to 1.75% or (ii) a prime rate as announced by JP Morgan Chase plus a margin ranging from 0.00% to 0.50%. The applicable margin is determined based upon our consolidated total leverage ratio. On the last day of each calendar quarter, we are required to pay a commitment fee ranging from 0.125% to 0.20% per annum in respect of any unused commitments under the credit facility, with the specific rate determined based upon our consolidated total leverage ratio. So long as the leverage ratios are met, there is no limit on the "restricted payments" (primarily distributions and equity repurchases) that we may make. As of September 24, 2017, 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 U.S. GAAP. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. Significant estimates include amounts for long-lived assets and income taxes. 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.

Off-Balance Sheet Arrangements

As of September 24, 2017, 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

See Note 1 to the Consolidated Financial Statements for a description of recently issued Financial Accounting Standards.

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 25, 2016. Our exposures to market risk have not changed materially since December 25, 2016.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Our management, with the participation of our interim 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 24, 2017. Based upon that evaluation, our interim Chief Executive Officer and Chief Financial Officer has concluded that, as of September 24, 2017, 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 interim 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 (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the fiscal quarter ended September 24, 2017 that have materially affected, or are reasonably likely to materially affect internal controls over financial reporting.

The certification required by Section 302 of the Sarbanes-Oxley Act of 2002 is filed as exhibit 31.1 to this Quarterly Report on Form 10-Q.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information pertaining to legal proceedings is provided in Note 7 to the Condensed Consolidated Financial Statements and is incorporated by reference herein.

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 25, 2016. 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 ended September 24, 2017:

<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 Program (2)</u>	<u>Maximum Value of Shares that May Yet be Purchased Under the Program (2)</u>
June 26, 2017 - July 23, 2017	94,200	\$ 12.06	94,200	21,559,335
July 24, 2017 - August 20, 2017	117,712	\$ 11.30	117,712	20,229,449
August 21, 2017 - September 24, 2017	120,000	\$ 11.54	120,000	18,844,811
Total:	<u>331,912</u>	<u></u>	<u>331,912</u>	<u></u>

(1) Average price paid per share excludes commissions.

(2) On September 8, 2016, the Company announced that its Board of Directors approved a share repurchase program, authorizing us to repurchase up to \$30.0 million of our common stock. The Company's previous \$35.0 million share repurchase program, authorized in September 2015, was completed in July 2016. The current program permits the Company, from time to time, to 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. No time limit has been set for the completion of the repurchase program and the program may be suspended or discontinued at any time.

ITEM 6. EXHIBITS

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

Exhibit No.	Description
10.1	<u>Letter Agreement between Potbelly Corporation and Michael Coyne, dated July 18, 2017 (filed as Exhibit 10.1 to Form 8-K (File No. 001-36104) filed July 18, 2017 and incorporated herein by reference).</u> †
10.2	<u>Retention Agreement between Potbelly Corporation and Michael Coyne, dated July 17, 2017 (filed as Exhibit 10.2 to Form 8-K (File No. 001-36104) filed July 18, 2017 and incorporated herein by reference).</u> †
10.3	<u>Retention Agreement between Potbelly Corporation and Matthew Revord, dated July 17, 2017 (filed as Exhibit 10.3 to Form 8-K (File No. 001-36104) filed July 18, 2017 and incorporated herein by reference).</u> †
10.4	<u>Retention Agreement between Potbelly Corporation and Julie Younglove-Webb, dated July 17, 2017 (filed as Exhibit 10.4 to Form 8-K (File No. 001-36104) filed July 18, 2017 and incorporated herein by reference).</u> †
31.1	<u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
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

† Management contract or compensatory plan

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 3, 2017

By: /s/ Michael Coyne

Michael Coyne
Interim Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and Principal Financial Officer)

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

I, Michael Coyne, 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. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. 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;
 - d. 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. 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 3, 2017

By: /s/ Michael Coyne

Michael Coyne

Interim Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer and 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, Michael Coyne, interim Chief Executive Officer and President of Potbelly Corporation (the "Registrant") and Chief Financial Officer of the Registrant, 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 24, 2017, 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 3, 2017

By: /s/ Michael Coyne

Michael Coyne

Interim Chief Executive Officer and 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.

