Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Vashington,	DС	20549	
vasiliigton,	D.C.	20049	

STATEMENT OF CHANGES IN BENEFICIAL C	OWNERSHIP

OMB APPROVAL									
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D

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) POTBELLY CORP [ PBPB ] Wright Robert D. X Director 10% Owner Other (specify Officer (give title 3. Date of Earliest Transaction (Month/Day/Year) (First) (Middle) below) below) (Last) 03/15/2024 President and CEO 111 N. CANAL SUITE 325 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person (Street) Form filed by More than One Reporting 60606 **CHICAGO**  $\Pi$ Person Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 2A. Deemed 1. Title of Security (Instr. 3) 2. Transaction 5. Amount of 6. Ownership 7. Nature Date (Month/Day/Year) Execution Date, Form: Direct Transaction Securities Beneficially if anv Code (Instr. 5) (D) or Indirect Beneficial (Month/Day/Year) 8) Owned Following Reported (I) (Instr. 4) Ownership (Instr. 4) (A) or (D) Transaction(s) Price ν Code Amount (Instr. 3 and 4)

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

P

1,750

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					

**Explanation of Responses:** 

Remarks:

Common Stock

/s/ Robert D. Wright

03/15/2024

\*\* Signature of Reporting Person Date

\$11.62

A

728,045

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

03/15/2024

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).