

**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): December 22, 2020

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	BPB	The NASDAQ Stock Market LLC (Nasdaq Global Select Market)

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.

Item 7.01. Regulation FD Disclosure.

On December 22, 2020, Potbelly Corporation (the “Company”) issued a press release announcing the appointment of Adiya Dixon as Chief Legal Officer and Secretary of the Company. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference to such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Potbelly Corporation Press Release dated December 22, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: December 22, 2020

Potbelly Corporation

By: /s/ Robert D. Wright

Name: Robert D. Wright

Title: President and Chief Executive Officer



Potbelly Corporation Appoints Adiya Dixon as Chief Legal Officer and Secretary

CHICAGO, December 22, 2020 – Potbelly Corporation (NASDAQ: PBPB), the iconic neighborhood sandwich shop, today announced the appointment of Adiya Dixon as Chief Legal Officer and Secretary. In this role, Ms. Dixon will serve as in house legal advisor to the Company’s executive team and Board of Directors on legal business issues. She will also manage all legal matters across the organization including regulatory compliance, risk mitigation, business transactions, litigation, real estate and franchisee business as well as corporate securities.

Bob Wright, President and Chief Executive Officer of Potbelly commented, “I’m excited to welcome Adiya to her new role at Potbelly. She is a terrific attorney with the broad business experience that is a perfect fit for Potbelly’s needs as we exit this pandemic and return our focus to driving top-line growth.”

Ms. Dixon added, “I am delighted to contribute my experience and passion to Potbelly. It is an honor to join our hardworking franchisees and over 6,000 Potbelly associates that serve warm, delicious food and comfort to our communities.”

Ms. Dixon joined the executive team at Potbelly on November 16, 2020 as its Senior Vice President and Senior Legal Counsel. Ms. Dixon succeeds Matthew Revord, former Chief Legal Officer and Chief People Officer, who recently left the Company. Ms. Dixon will continue to report directly to Robert Wright, President and Chief Executive Officer.

In years prior to joining Potbelly, Ms. Dixon held leadership roles at The Wendy’s Company. As Director, International Counsel she managed all aspects of the legal functions for international franchise business, and as Director, Corporate Counsel she supported domestic refranchising and other strategic initiatives. Ms. Dixon began her legal career in New York at Debevoise and Plimpton, LLP where her practice focused on securities and mergers and acquisitions.

Ms. Dixon holds a Juris Doctorate degree from Columbia University School of Law and a Bachelor of Arts from Yale University. As a successful entrepreneur, Ms. Dixon founded a legal consulting company and is also a patented inventor and founder of Yubi Beauty, LLC, an ecommerce company which has won awards for innovation.

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.

Investor Relations Contact

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