

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

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

For the fiscal year ended December 30, 2018

or

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

Commission file number 001-36104

**POTBELLY CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

111 N. Canal Street, Suite 850  
Chicago, Illinois  
(Address of principal executive offices)

36-4466837  
(I.R.S. Employer  
Identification No.)

60606  
(Zip Code)

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

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

Title of each class  
Common Stock, \$.01 par value

Name of each exchange on which registered  
The Nasdaq Stock Market LLC  
(Nasdaq Global Select Market)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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, 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, every Interactive Data File required to be submitted 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 such files.) Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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"/>
Emerging growth company	<input 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 Act). Yes  No

As of July 1st, 2018, the last trading day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's outstanding common equity held by non-affiliates was \$322.0 million, based on the closing price of the registrant's common stock on such date as reported on the Nasdaq Global Select Market. For the purposes of this computation, shares held by directors and executive officers of the registrant have been excluded. Such exclusion is not intended, nor shall it be deemed, to be an admission that such persons are affiliates of the registrant.

As of January 27, 2019, 24,144,586 shares of the registrant's common stock were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement for its 2019 Annual Meeting to be filed with the Securities and Exchange Commission not later than 120 days after the end of the year covered by this Annual Report are incorporated by reference into Part III of this Annual Report.

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## CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

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”), are made throughout this Annual Report and are intended to come within the safe harbor protection provided by those sections. These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms “believes,” “estimates,” “anticipates,” “expects,” “strives,” “goal,” “seeks,” “projects,” “intends,” “forecasts,” “plans,” “may,” “will” or “should” or, in each case, their negative or other variations or comparable terminology. They appear in a number of places throughout this Annual Report and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We believe that these risks and uncertainties include, but are not limited to, those described in “Risk Factors” in Item 1A, which include, but are not limited to, the following:

- competition in the restaurant industry, which is highly competitive and includes many larger, more well-established companies;
- changes in economic conditions, including the effects of consumer confidence and discretionary spending; the future cost and availability of credit; and the liquidity or operations of our suppliers and other service providers;
- fluctuation in price and availability of commodities, including but not limited to items such as beef, poultry, grains, dairy and produce and energy supplies, where prices could increase or decrease more than we expect;
- our ability to identify, open and operate new shops (which is dependent upon various factors such as the availability of attractive sites for new shops), negotiate suitable lease terms, terminate on acceptable terms or sublease or assign leases for underperforming shops, obtain all required governmental permits including zoning approvals on a timely basis, control construction and development costs and obtain capital to fund such costs, and recruit, train and retain qualified operating personnel;
- changes in consumer tastes and lack of acceptance or awareness of our brand in existing or new markets; failure of our marketing efforts to attract and retain customers; damage to our reputation caused by, for example, any perceived reduction in the quality of our food, service or staff or an adverse change in our culture, concerns regarding food safety and food-borne illness or adverse opinions about the health effects of our menu offerings;
- local, regional, national and international economic and political conditions; the seasonality of our business; demographic trends; traffic patterns and our ability to effectively respond in a timely manner to changes in traffic patterns; the cost of advertising and media; inflation or deflation; unemployment rates; interest rates; and increases in various costs, such as real estate and insurance costs;
- adverse weather conditions, local strikes, natural disasters and other disasters, especially in local or regional areas in which our shops are concentrated;
- litigation or legal complaints alleging, among other things, illness, injury or violations of federal and state workplace and employment laws and our ability to obtain and maintain required licenses and permits;
- government actions and policies; tax and other legislation; regulation of the restaurant industry; and accounting standards or pronouncements;
- our reliance on a limited number of suppliers for our major products and on a distribution network with a limited number of distribution partners for the majority of our national distribution program;
- security breaches of confidential customer information in connection with our electronic processing of credit and debit card transactions or the failure of our information technology system;
- actions taken by activist stockholders;
- our ability to adequately protect our intellectual property; and
- other factors discussed under “Business” in Item 1, “Risk Factors” in Item 1A and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7.

These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements included in this document. These risks and uncertainties, as well as other risks of which we are not aware or which we currently do not believe to be material, may cause our actual future results to be materially different than those expressed in our forward-looking statements. We do not undertake to update our forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

## PART I

### ITEM 1. BUSINESS

#### The Neighborhood 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. 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.

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 and Values, and the foundation of everything we do. Our Vision is to create an experience people love to share. Our Mission is to help people love lunch again. 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.

As of December 30, 2018, we had a domestic base of 478 shops in 32 states and the District of Columbia. Of these, the company operated 437 shops and franchisees operated 41 shops. In addition, there were 8 international franchised shops, including 4 shops in the Middle East, 2 shops in Canada and 2 shops in India. Potbelly's total shop base reduced by 1.2% over the prior year. Potbelly generated shop-level profit margin of 16.7%, 18.2%, 19.7%, 19.4% and 19.2% in 2018, 2017, 2016, 2015 and 2014, respectively (shop-level profit margin measures net shop sales less shop operating expenses as a percentage of net shop sales).

Shop-level profit margin is not required by, nor presented in accordance with U.S. generally accepted accounting principles ("GAAP"). See "Selected Financial Data" in Item 6 for a discussion of shop-level profit margin and a reconciliation of the differences between shop-level profit and income (loss) from operations, as well as a calculation of shop-level profit margin.

#### Our History

Potbelly started in 1977 as a small antique store on Lincoln Avenue in Chicago. To boost sales, the original owner began offering toasty warm sandwiches to customers. Soon, people who had no interest in antiques were stopping by to enjoy the delicious sandwiches, homemade desserts and live music featured in the shop. As time passed, Potbelly became a well-known neighborhood destination with a loyal following of regulars and frequent lines out the door.

Potbelly opened its second shop in 1997 and continued to open shops in more neighborhoods reaching 100 shops in 2005, 200 shops in 2008, 300 shops in 2013 and 400 shops in 2016. Throughout the growth, each new shop has maintained a similar look, vibe and experience that defines the Potbelly brand. Though our shops vary in size and shape, we maintain core elements in each new location, such as fast and efficient line flow, vintage décor customized with local details and exceptional customer focus.

Just like our first shop on Lincoln Avenue, we are committed to building deep community roots in all the neighborhoods we serve.

#### Our Competitive Strengths

We believe the following competitive strengths provide a platform for us to achieve continued growth:

*Simple, Made-to-Order Food.* Our menu features items made from high quality ingredients, such as fresh vegetables, hearth-baked bread and all-natural, white meat chicken. We also use whole muscle turkey, ham and roast beef, rather than chopped and formed deli meats. See "—Our Food—Our Menu" for more information on our ingredients. Our sandwiches are made fresh to order, and many are based on the original recipes from 1977. They are served toasty warm on our signature multigrain or regular bread or on our multigrain Flats, all of which are delivered to our shops. Our sandwiches can be customized with a variety of toppings, including our unique Potbelly hot peppers that are made with a combination of spices exclusively for us. We make our sandwiches to have the right balance of ingredients with the last bite tasting as good as the first. Our generously sized cookies are baked fresh daily in each shop, and our hand-dipped shakes, malts and smoothies are made from real ingredients and come with our signature butter cookie on the straw. Our menu regularly evolves based on consumer trends and customer feedback. Among other things, we solicit customer feedback quarterly via in-person "Customer Advisories" in our major markets and conduct an annual customer survey to help determine trends. See "—Our Food—Customer Feedback" for more information about these surveys. We believe our simple menu and freshly-made food offer ease of ordering and broad appeal and help us create loyal Potbelly fans that return again and again.

*Differentiated Customer Experience That Delivers a Neighborhood Feel.* We strive to provide a positive customer experience that is driven by both our employees and the atmosphere of our shops. We look to hire employees that are outgoing people and train them to interact with our customers in a genuine way while providing fast service. Each of our shops features vintage décor and shared design elements, such as the use of wood, wallpaper motifs and our signature Potbelly stove. In addition, our shops display locally-themed photos and other decorative items inspired by the neighborhood. Every Potbelly location strives to be “The Neighborhood Sandwich Shop,” creating devoted fans who tell others about their experience. We believe our shops are strongly integrated into the neighborhood through the use of local managers and locally-themed décor and engage with customers through initiatives such as fundraising for local causes and other promotions that cater to local interests. The unique Potbelly experience encourages repeat customer visits and drives increased sales.

*Attractive Shop Economics.* Our shop model is designed to generate, and has generated, strong cash flow, attractive shop-level financial results and high returns on investment. We operate our shops successfully in a wide range of geographic markets, population densities and real estate settings. We aim to generate average shop-level profit margins, a non-GAAP measure, that range from the high teens to above 20% and target cash-on-cash returns, on new company-operated shops, above 25% after two full years of operation. Our ability to achieve such margins and returns depends on a number of factors. For example, we face increasing labor and commodity costs, which we have partially offset by increasing menu prices. Although there is no guarantee that we will be able to maintain these returns, we believe our attractive shop economics support our ability to profitably grow our brand in new and existing markets.

*Management Team with Substantial Operating Experience.* Our senior management team has extensive operating experience across disciplines in the restaurant and retail sectors, including store operations, marketing, human resources, innovation, real estate, franchise, supply chain and finance. This team has an average of 21 years of retail and restaurant industry experience, and many of our executives have experience at large public companies. In 2017, we hired our President and CEO, Alan Johnson. Alan has over 30 years of executive leadership experience across a variety of retail and restaurant organizations. We believe our experienced leadership team is a key driver of our success and positions us to execute our long-term growth strategy.

*Distinct, Deep-Rooted Culture: The Potbelly Advantage.* We believe our culture is a key to our success. It is embodied in *The Potbelly Advantage*, which is an expression of our Vision, Mission and Values. *The Potbelly Advantage* is the written mission statement for our company that is shared with everyone who works at our company, from our top executives to shop associates. We believe such a mission statement serves as the foundation of everything we do. Our Vision is to create an experience people love to share. Our Mission is to help people love lunch again. We strive to emphasize our Values throughout all levels of our organization including in our hiring process and training programs. The Potbelly Values form a common language across our organization that we believe makes Potbelly a place our employees love to work. Through our Ethics Code of Conduct, ongoing training, and evaluations we encourage our employees to perform at their personal best and help them to work together as a team to make sure we deliver a positive experience to everyone who works here. See “—Shop Operations and Management—Our People.” Our culture helps us attract and retain employees and has contributed to our better than industry average hourly turnover rate of 95% for the year ended December 30, 2018. We believe *The Potbelly Advantage* allows us to deliver operational excellence and grow our business and our base of devoted Potbelly fans.

## **Our Business Strategy**

We strive to grow profitability and create value for our stockholders by working to achieve the goals listed below. While we cannot provide assurances that we will achieve and maintain these objectives, we consider each of them to be a core strategy of our business.

*Shop Operations.* We believe that continued excellence in shop-level execution is fundamental to our growth strategy. To maintain our operational standards, we use a Balanced Scorecard approach to measure People, Customers, Sales and Profits at each of our shops. Hiring the right people and maintaining optimal staffing levels enable us to run efficient operations. We track metrics such as peak hour throughput, Customer Satisfaction Survey Results and neighborhood engagement activities, such as fundraisers for local causes, to improve the customer experience. Shop sales and profitability are benchmarked against prior year periods and budget, and we focus on achieving targets on a shop-by-shop basis. To support our shop operators, we invest in systems and technology that can meaningfully improve shop-level execution. For example, we have applied technology to administrative activity to enable complete front-of-house, thereby maintaining customer focus. In addition, we are expanding our off-premise business, including catering, delivery and pickup, which we view as additional growth drivers.

Our approach to margin enhancement begins with continuous efforts to improve the financial results of our shops. We focus on cash-on-cash returns to the company and look to grow shop-level profitability each year through sales growth and productivity improvements. We also focus on cash flow generation, which supports our self-funded development model of sourcing our liquidity and capital resource needs primarily from operating activities and cash and cash equivalents. We also have a credit facility to provide another source of liquidity and to manage cash flow timing. Currently, we have no amounts outstanding under the credit facility. We believe we exercise strong financial discipline in managing expenses and by encouraging employee efficiency with the goal of achieving and maintaining general and administrative expenses under 10% of revenue. In addition, we expect our sales and shop-level profit margin to grow faster than general and administrative expenses. For fiscal 2018, our general and administrative expenses as a percentage of total revenues were 11.1%. Our intention is to achieve average shop-level profit margins that range from the high teens to above 20% as we continue to grow. However, we cannot provide assurances that we will be able to maintain our shop-level profit margin levels or that we will be able to achieve or maintain low levels of expenses.

*Shop Development.* Our company-operated shops are successful in diverse markets in 23 states and the District of Columbia, and we intend to continue to build company-operated shops in both new and existing markets utilizing our thoughtful site selection process. We evaluate a number of metrics to assess the optimal sites for our new shops, including neighborhood daytime population, site visibility, traffic and accessibility, along with an on-the-ground qualitative assessment of the characteristics of each unique trade area. This location-specific approach to development allows us to leverage our versatile shop format, which does not have standardized requirements with respect to size, shape or location, to achieve strong returns across a wide range of real estate settings. See “—Site Selection and Expansion—Shop Design” for more information about our shop requirements. In 2018, 2017 and 2016, we opened 10, 34 and 40 new company-operated shops, respectively, and expanded into Salt Lake City, San Antonio, El Paso, Indianapolis and Oklahoma City. In those same time periods, we closed ten shops, eight shops and two shops, respectively, due to under-performance or lease expirations. Additionally, during April 2016, the Company purchased one franchise shop, converting it into a company-operated shop. In the near term we will continue to close underperforming shops and reduce our rate of company-operated shop growth.

*Marketing.* We believe that our premise of a “Neighborhood Sandwich Shop” has broad appeal across a wide range of market types and geographies. Based on our management’s experience, we believe a significant contributor to this success is our passionate customers that are natural brand advocates who enjoy their Potbelly experience and tell others about it. We learn from the formal customer feedback we solicit (See “—Our Food—Customer Feedback”), and from managers and employees who interact with customers in our shops, that many customers in new markets report positive recommendations from friends and family members who live in regions with established Potbelly shops. We believe that our positive brand perception helps drive interest in our shops in both existing and new markets. We enhance this with our social and digital interactions and complement our distinctive in-shop experience with online access, allowing customers to order ahead through both our website and Potbelly app, including catering, delivery or in-shop pick up.

*Franchising.* In 2010, we initiated a program to franchise shops in selected markets in the U.S. As of December 30, 2018, we had domestic franchise shops in Arkansas, Florida, Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, Mississippi, Nebraska, North Carolina, North Dakota, Ohio, South Dakota, Tennessee, Texas and Virginia. As we further develop our franchise program, we intend to expand the number of franchise shops on a disciplined basis. We focus on markets we believe have appropriate characteristics for our franchise shops and on franchisees that are compatible with the Potbelly culture. As of December 30, 2018, our franchisees operated 41 shops domestically. In addition, we have signed international franchise development agreements to open franchises in the Middle East; Ontario, Canada; and Delhi, India. We have a franchise development agreement with the Alshaya Trading Company W.L.L. (“Alshaya”), a leading franchisee of retail brands, to develop shops in the Middle East. As of December 30, 2018, Alshaya operated 4 shops in Kuwait and the United Arab Emirates. In 2015, we entered into a franchise development agreement with Halsted Hospitality Ltd. (“Halsted”), pursuant to which Halsted has the exclusive right to develop Potbelly shops in the province of Ontario, Canada for a period of ten years. The first Potbelly shop in Toronto, Ontario, opened in October 2016. As of December 30, 2018, Halsted operated two franchise shops in Ontario, Canada. We do not anticipate Halsted will open additional Potbelly shops in Canada. In 2017 we entered into a franchise development agreement with Kwals Café Private Limited (“Kwals”), pursuant to which Kwals has the exclusive rights to develop Potbelly shops in certain states in India. The first Potbelly shop in Delhi, India, opened in December 2017. See “—Franchising” for more information about our domestic and international franchise programs. Although we do not expect franchise activities to result in significant revenue in the near term, we see the selective expansion of our franchising efforts to be a valuable potential growth opportunity over time.

## **Our Food**

### ***Our Menu***

Each of our shops offers freshly-made food with high quality ingredients. The majority of our sales are generated during lunch, but dinner and breakfast (in locations with high early morning traffic) are also important to our business. Our menu currently includes toasty warm sandwiches, signature salads, soups, chili, sides, desserts and, in our breakfast locations, breakfast sandwiches and steel cut oatmeal.

Every toasty warm sandwich on the Potbelly menu is made-to-order and customizable, with many based on the original recipes from 1977. Sandwiches are made with our signature multigrain or regular bread as “Originals” (our “regular” size), “Bigs” (30% bigger) or “Skinny’s” (less meat and cheese starting under 400 calories); or on “Flats” (thin multigrain bread which is 90 calories less than our Originals). Each of our sandwiches can be customized with a variety of toppings, including our unique Potbelly hot peppers that are made with a combination of spices exclusively for us. We believe our sandwiches have the right balance of ingredients with the last bite tasting as good as the first.

Our core sandwich offerings include Turkey Breast, Italian, Grilled Chicken and Cheddar, Smoked Ham, A Wreck, Chicken Salad, Meatball, Pizza Sandwich, Mediterranean, Roast Beef, Tuna Salad and the Turkey Club. Customers can also order off-menu sandwiches and variations on our sandwiches, including the “Wrecking Ball” (A Wreck plus meatballs), the “Lucky Seven” (which includes all seven of our sliced meat choices) and the “Cheeseburger” (the Meatball with cheddar cheese and no marinara). These items are on what our loyal fans call the “Underground Menu,” which contributes to the special connection between Potbelly and our customers.

Our shops also offer salads which are made fresh to order with high quality ingredients. Our signature salads include the Uptown Salad, Farmhouse Salad, Chicken Salad Salad, A Wreck Salad, Mediterranean Salad and Powerhouse Salad. Customers may order any of our salads without meat for a vegetarian option and may customize a salad as they desire. Salads come with a choice of dressing, including Potbelly Vinaigrette, Balsamic Vinaigrette, Buttermilk Ranch and Non-Fat Vinaigrette. We believe our signature salads are key to diversifying our menu and help ensure that there is something for everyone at our shops.

We offer craft your own mac and cheese with a choice of two premium toppings, including bacon, chili, Potbelly hot peppers, mushrooms, and roasted red peppers. We also offer soups, chili and side dishes, including varieties such as Broccoli Cheddar, Chicken Noodle, Loaded Baked Potato, Chicken Pot Pie, Chicken Enchilada, and Tomato soup. We also have a vegan soup option, our Garden Vegetable. Our chili is hearty recipe of ground beef, kidney beans, onions and bell peppers sweetened with a touch of molasses. Additionally, customers can choose side dishes of coleslaw, macaroni salad, potato salad, potato chips or a whole dill pickle.

Our hand-dipped shakes and smoothies are made with real ingredients and come with our signature butter cookie on the straw. Our classic shake and smoothie flavors are vanilla, chocolate, strawberry, banana, mixed berry, coffee and Oreo®, and include real fruit. Our varieties of cookies are baked fresh in each shop daily and include Oatmeal Chocolate Chip, Sugar and Chocolate Brownie cookies. Customers can also order an ice cream sandwich, with their choice of cookies and ice cream, or our signature chocolate and caramel Dream Bar.

Certain of our shops in areas with high early morning traffic also offer breakfast selections. As of December 30, 2018, approximately 25% of our shops offered breakfast selections. Our breakfast menu includes made-to-order breakfast sandwiches on our Flats, our signature multigrain or regular bread, or our squares and include our Mediterranean Square, Blueberry Maple Square, along with our Egg & Cheddar Cheese; Bacon, Egg & Cheddar Cheese; Sausage, Egg & Cheddar Cheese; and Ham, Mushroom, Egg & Swiss Cheese. Like our lunch and dinner sandwiches, our breakfast sandwiches are served toasty warm and any of our toppings can be added. We also offer steel cut oatmeal with toppings such as raisins, brown sugar, bananas, walnuts, apples and cranberries, and have other breakfast items available such as bagels and a custom ‘Potbelly blend’ coffee.

Our shops use high quality ingredients such as fresh produce, which is delivered two to three times per week, and hearth-baked bread. We use all-natural white meat chicken in our sandwiches and salads. Our turkey, hickory-smoked ham and black angus roast beef are all whole-muscle meats sliced daily in our shops. Our dry-cured salami is made with fresh garlic and real red wine and we use white albacore tuna in our homemade tuna salad.

Overall, we believe our menu of high quality food at reasonable prices offers considerable value to our customers. In fiscal 2018, our system-wide average check was approximately \$8.36.

### ***Customer Feedback***

We seek customer feedback on our food and operations in various ways. For example, we conduct an annual customer survey via email to learn what our customers think about us. We circulate a voluntary online survey to each customer listed in our company-wide email database, which includes email addresses obtained through our website, customer complaints and compliments, our in-shop business card drop, various social media platforms including our Facebook page and other methods. In 2018, we sent the online survey to approximately 265 thousand customers, with 13 thousand customers electing to participate. Customers who take the annual survey were entered into a drawing for a nominal Potbelly gift card. We also monitor social media channels to respond to customer feedback.

We also solicit feedback via quarterly in-person “Customer Advisories” in each of our major markets of Chicago, Washington, D.C. and Dallas. At each “Customer Advisory,” certain executives and local managers meet with approximately ten customers to get feedback on our products and initiatives. The customers who participate are selected from those listed in our company-wide email database as having recently dined at Potbelly. Our marketing team strives to have participants who are representative of the diverse customers who patronize the specific shop. Customer participants in each “Customer Advisory” receive a nominal Potbelly gift card as a thank you for their participation.

### ***Evolution of Our Menu***

We have selectively expanded our menu offerings in response to shifts in customer tastes and demand. For example, we began offering breakfast items in 2001, Bigs and Skinnys in 2008 and Flats in 2014. We also introduced the all-veggie Mediterranean sandwich in 2012, the Mediterranean salad in 2014, the Powerhouse salad in 2016 and the Turkey Club in 2017, as well as periodic limited time offers. In 2018 we began testing, for roll-out in 2019, Pick Your Pair and Meal Deal bundling options. We believe menu innovation is a way for us to grow our business, responding to consumer trends, listening to customer feedback, and understanding customer’s needs. This innovation includes the on-going development of bundling options, craveable add-ons, and premium protein sandwiches served toasty warm from our ovens, while continuing to encourage customization and personalization by each customer.

### ***Food Preparation and Safety***

Food safety is a top priority, and we dedicate substantial resources, including our supply chain team and quality assurance teams, to help ensure that our customers enjoy safe, quality food products. We have taken various steps to mitigate food quality and safety risks, including having personnel focused on this goal together with our supply chain team. Our shops undergo third-party food safety reviews, internal safety audits and routine health inspections. We also consider food safety and quality assurance when selecting our distributors and suppliers.

### ***Shop Operations and Management***

We believe having an excellent manager in each shop is a critical factor in achieving continuous excellence in operations. Managers hire our employees, help ensure consistent execution of our menu items and strive to achieve specific targets that are evaluated on a quarterly basis. We devote significant time and resources to identifying, selecting and training our managers who plan, manage and operate their shops and who, along with our employees, provide a positive customer experience to our Potbelly fans. We believe our comprehensive processes for developing business leaders, such as our shop managers, are a key factor in driving our success.

### ***Potbelly Operations***

Our operations are structured around the elements of People, Customers, Sales and Profits. During our peak hours of 11:30 a.m. to 1:30 p.m., our employees greet our customers and take their orders (in some shops, we take their orders while they wait in line by using a proprietary tablet system to communicate with our preparation employees). We focus on effective communication, technology and management to provide a quick and seamless experience for our customers. In addition, each shop completes quarterly tactical plans designed to help the shop achieve its targets relative to each element. In order to better assess and improve the Potbelly experience, we use a Balanced Scorecard that tracks elements such as sales and profitability metrics, employee turnover and customer satisfaction. We review overall scores locally, regionally and nationally in order to assess our operational progress and identify areas of operational focus. Attaining certain ratings on the Balanced Scorecard allows a shop to be eligible for incentive targets paid quarterly and annual merit awards.

### ***Our People***

We look to attract, hire and retain smart, talented and outgoing people who share and demonstrate our values. We value friendly employees who engage with our customers in a genuine way to provide a personalized experience. We select employees using interview questions based on our values to determine the extent of candidate fit. All employees attend culture training classes that include team exercises and scenarios to practice utilizing the tools relative to our values of integrity, teamwork, accountability, positive energy and coaching. We strive to empower our employees to do what is right and encourage them to perform at their personal best. We believe we make expectations and accountabilities clear through our culture training and our Ethics Code of Conduct, which summarizes employee conduct guidelines and is required to be reviewed and signed by every employee upon hire and repeated annually. We believe we encourage each employee to perform at their personal best by establishing personal and professional goals through an ongoing continuous development plan. We believe the success of these programs is evident in our turnover rates and our internal promotion rates. Employees are further encouraged to perform at their personal best through an ongoing scorecard measuring system that is tied directly to a pay for performance compensation program. We believe our sustainable process to hire, train and develop our people enables us to deliver a positive customer experience. A typical Potbelly shop consists of one manager, and as many as 10 to 14 employees during our peak hours.



Many of our managers live in the neighborhood in which their shop is located. We believe this allows them to get to know their customers, understand the unique character of each neighborhood and form deep roots within the community. The shop manager has primary responsibility for the day-to-day operation of the shop and is required to abide by Potbelly's operating standards. Our Management Training Program provides new managers with six to eight weeks of training that emphasizes culture, standards, strategy and procedures to prepare them for success, and is followed by on-going, in-shop coaching with their District or Market manager. Our shop managers report to District or Market Managers who typically report to a Zone Manager, and ultimately to our Chief Restaurant Operating Officer. In addition, members of senior management visit shops regularly to help ensure that our culture, strategy and quality standards are being adhered to in all aspects of our operations.

Shop managers are responsible for selecting, hiring and training the employees for each new shop. The training period for new non-management employees lasts approximately eight weeks and is characterized by on-the-job supervision by an experienced employee. Ongoing employee training remains the responsibility of the shop manager, but, as noted above, we provide specific training for our employees around *The Potbelly Advantage* each year. Special emphasis is placed on the safety, consistency and quality of food preparation and service, which is monitored through ongoing coaching sessions and meetings with managers. In addition, we have other continuing communications with all of our employees on food safety and preparation standards.

### ***The Potbelly Experience***

We seek to deliver a positive experience for every customer at every opportunity through our tasty food, unique atmosphere and outgoing and engaging employees. We seek to staff each shop with experienced teams to ensure consistent and attentive customer service. We look to hire employees who are friendly and responsive to the needs of our customers as they assist them in selecting menu items complementing individual preferences. We strive to staff at 110% during peak hours to ensure a fast yet personal Potbelly experience for each customer, with face-to-face interaction from start to finish. We also provide off-premise services, including catering, delivery and pick-up to serve our Potbelly fans.

We believe the combination of our great food, people and atmosphere allows Potbelly to help people love lunch again.

### **Restaurant Portfolio**

As of December 30, 2018, we had a domestic base of 478 shops in 32 states and the District of Columbia. Of these, the company operates 437 shops and franchisees operate 41 shops. In addition, there are 8 international franchised shops, including 4 shops in the Middle East, 2 shops in Canada and 2 in India.

In 2018, 2017 and 2016, we opened 10, 34 and 40 new company-operated shops, respectively, and expanded into Salt Lake City, San Antonio, El Paso, Indianapolis and Oklahoma City. Additionally, during April 2016, the Company purchased one franchise shop, converting it into a company-operated shop. In the near term we will continue to close underperforming shops and reduce our rate of company-operated shop growth. In 2019, we intend to open between 6 to 10 company-operated shops, focusing on markets where Potbelly has an established presence.

With an average new shop investment of approximately \$600,000 and average unit volumes of approximately \$1 million, which represent the average net sandwich shop sales for all shops on an annual basis, we strive to generate average shop-level profit margins, a non-GAAP measure, that range from the high teens to above 20% and cash-on-cash returns, on new company-operated shops, above 25% after two full years of operation. However, we cannot provide any assurances that we will achieve and maintain similar profit margins or cash returns in the future. We are currently defining and testing our "shop of the future" which will be designed to generate strong cash flow, attractive shop-level financial results and high returns on investment.

### **Site Selection and Expansion**

We consider the location of a shop to be a critical variable in its long-term success and as such, we devote significant effort to the investigation and evaluation of potential locations. We actively develop shops in both new and existing markets and plan to continue to expand in selected regions throughout the United States. Our Real Estate Committee, which includes most of our senior management team, meets twice a month to discuss all aspects of our development program. The process for selecting locations incorporates management's experience and expertise and includes extensive data collection and analysis. We proactively seek new shop locations based on specific criteria, such as demographic characteristics, daytime population thresholds and traffic patterns, along with the potential visibility of, and accessibility to, the shop. Additionally, we use information and intelligence gathered from managers and other shop personnel that live in or near the neighborhoods we are considering. New shops are built with only one purpose in mind: to generate cash flow that meets or exceeds those modeled in our return targets. We are disciplined in our development, and we routinely forego sites that have many positive attributes, including strong visibility and street presence, but have challenging economics, such as high occupancy costs.

Since we do not have standardized requirements with respect to size, shape or location, we are flexible in our site selection process. This allows us to choose and open shops with a wide variety of shapes in a wide variety of areas, including in urban central business districts and suburban areas near shopping malls or other high-traffic locations. Proposed locations are visited, reviewed and approved by key members of our Real Estate Committee.

### **Shop Design**

We strive to create a unique customer experience that delivers a neighborhood feel for each shop. We typically design the interior of our shops in-house, utilizing outside architects when necessary. Our design team sources most furnishings and decorations for our shops. Each of our shops features vintage décor and shared design elements, such as the use of wood, wallpaper motifs and our signature Potbelly stove. Consistent with *The Potbelly Advantage*, our shops display locally-themed photos and other decorative items inspired by the neighborhood. Our shop size averages approximately 2,300 square feet; however, we currently target shop sizes between 1,800 and 2,500 square feet for new openings. The dining area of a typical shop can seat anywhere from 40 to 60 people. Some of our shops incorporate larger dining areas and outdoor patios. We believe the unique atmosphere and local music creates a lively place where friends and family can get together, encourages repeat visits by our customers and drives increased sales.

### **Construction**

Construction of a new shop generally takes approximately 50 to 80 days from the date the location is leased or under contract, fully permitted and the landlord has delivered the space to Potbelly. Each new shop requires a total cash investment of approximately \$600,000, but this figure could be materially higher or lower depending on the market, shop size and condition of the premises upon landlord delivery. We generally construct shops in third-party leased retail space but also construct free-standing buildings on leased properties. In the future, we intend to continue converting existing third-party leased retail space or constructing new shops in the majority of circumstances. For additional information regarding our leases, see “—Properties” in Item 2.

### **Franchising**

In 2010, we initiated a program to selectively franchise our shops to take advantage of incremental growth opportunities. We intend to expand the number of franchise shops on a disciplined basis as we further develop our franchise program. As of December 30, 2018, we had 41 domestic franchised shops in 9 states.

In 2011, our first international franchise shop opened with Alshaya, our first international franchise partner. As of December 30, 2018, Alshaya operated 4 franchised shops in Kuwait and the United Arab Emirates and has exclusive franchising rights in the Middle East. Our agreement with Alshaya provides that Alshaya may also open shops in Bahrain, Egypt, Jordan, Lebanon, Oman, Qatar and Saudi Arabia. In 2015, we entered into a franchise development agreement with Halsted, pursuant to which Halsted has the exclusive right to develop Potbelly shops in the province of Ontario, Canada for a period of ten years. The first Potbelly shop in Toronto, Ontario opened in October 2016. As of December 30, 2018, Halsted operated two franchise shops in Ontario, Canada. We do not anticipate Halsted to open additional Potbelly shops in Canada. In 2017 we entered into a franchise development agreement with Kwals, pursuant to which Kwals has the exclusive rights to develop Potbelly shops in certain states in India. The first Potbelly shop in Delhi, India, opened in December 2017.

We look for franchisees who love working with a team and have solid business experience, financial qualifications and personal motivation. Our franchise arrangements grant third parties a license to establish and operate a shop using our systems and our trademarks. The franchisee pays us for the ideas, strategy, marketing, operating system, training, purchasing power and brand recognition. All new U.S. franchisees participate in an eight to twelve-week training program consisting of real life experience in our company-operated shops, as well as training at our Potbelly Support Center in Chicago. Franchised shops must be operated in compliance with our methods, standards and specifications, regarding menu items, ingredients, materials, supplies, services, fixtures, furnishings, décor and signs. Although we do not expect franchise activities to result in significant revenue in the near term, we see the selective expansion of our franchising efforts to be a valuable potential growth opportunity over time.

### **Advertising and Marketing**

We believe our shops appeal to a broad base of loyal customers for our great food and fun environment staffed by friendly people. With our current marketing strategy we have devoted more resources to marketing. Our methods of marketing and advertising promote and maintain the Potbelly brand image and, among other things, generate awareness of shop locations and brand differentiation.

## **Advertising**

We promote our shops through media in markets in which we have scale. The uses of digital and outdoor media are the most common advertising vehicles used in these markets. Additionally, we rely on in-shop materials to communicate and market to our customers

## **Digital Marketing**

We have increased our use of digital marketing tools, which enable us to reach a significant number of people in a timely and targeted fashion at a fraction of the cost of traditional media. We believe that our customers are frequent internet users and will use social media to make dining decisions or to share dining experiences. We have a Facebook page, Instagram and Twitter feed and advertise on various social media and other websites. We also use our Potbelly App and Potbelly Perks loyalty program to communicate with our customers and personalize offers for them, where they can order ahead, pay with their phone and earn tasty treats.

## **Neighborhood Shop Marketing**

Consistent with our neighborhood approach, a portion of our marketing investments are made at the shop level. Neighborhood shops hold a variety of community events, including fundraisers. For example, during a “Shake Fundraiser” for smaller community organizations, Potbelly donates a portion of sales for each customized milkshake sold. For larger organizations, Potbelly sponsors local cause fundraisers, where 25% of sales gathered at the event are donated to the organization’s cause. Our shops promote these events and other events through social media, public relations, in-shop materials and local support, which results in increased traffic. Additionally, we engage in a variety of promotional activities, such as contributing food, time and money to charitable, civic and cultural programs in order to give back to the communities we serve and increase public awareness and appreciation of our shops and our employees.

## **Sourcing and Supply Chain**

Our supply chain team sources, negotiates and purchases food supplies for our shops. We believe in using high quality ingredients while maintaining our value position in the marketplace. We benchmark our products against the competition using consumer panels. We contract with Distribution Market Advantage, Inc., or DMA, a cooperative of multiple food distributors located throughout the nation. DMA is a broker with whom we negotiate and gain access to third-party food distributors and suppliers. For fiscal year 2018, distributors through our DMA arrangement supplied us with approximately 95% of our food supplies through six primary distributors: Reinhart FoodService, L.L.C., Ben E. Keith Company, Food Services of America, Shamrock Foods, Gordon Food Service and Nicholas & Co. Our remaining food supplies are distributed by other distributors under separate contracts. Our distributors deliver supplies to our shops approximately two to three times per week.

We negotiate pricing and volume terms directly with certain of our suppliers and distributors or through DMA. Our supply chain team utilizes a mix of forward pricing protocols for certain items under which we agree with our supplier on fixed prices for deliveries at some time in the future, fixed pricing protocols under which we agree on a fixed price with our supplier for the duration of that protocol, and formula pricing protocols under which the prices we pay are based on a specified formula related to the prices of the goods, such as spot prices. Our use of any forward pricing arrangements varies substantially from time to time and these arrangements tend to cover relatively short periods (i.e., typically 12 months or less).

Currently we have pricing arrangements of varying lengths with our distributors and suppliers, including distributors and suppliers of meats, dairy, bread, cookie dough and other products. Meats represent about 26% of our product purchasing composition. In fiscal year 2018, more than 90% of our meat products were sourced from 10 suppliers under non-exclusive contracts. We have a non-exclusive contract with Campagna-Turano Bakery, Inc. for our signature multigrain bread. Campagna-Turano Bakery, Inc. produces bread items in a primary and secondary production facility. We have secondary suppliers in place for many of our significant meats, and we believe we would be able to source our meat and bread requirements from different suppliers if doing so became necessary. However, changes in the price or availability of certain products may affect the profitability of certain items, our ability to maintain existing prices and our ability to purchase sufficient amounts of items to satisfy our customers’ demands.

Many of our products, ingredients and supplies are currently sourced from multiple suppliers. Additionally, our supply chain team has established contingency plans for many key products. For example, manufacturers of certain products maintain alternative production facilities capable of satisfying our requirements should the primary facility experience interruptions. For other products, we believe we have identified alternate suppliers that could meet our requirements at competitive prices or, in some cases, have identified a product match that could be used in our shops. Our supply chain team regularly updates our procurement strategies to include contingency plans for new products and ingredients, as well as additional secondary and alternate suppliers. We believe these strategies would collectively enable us to obtain sufficient product quantities from other sources at competitive prices without material disruption should a current supplier be unable to fulfill its commitment to us.

## **Management Information Systems**

Shop-level financial and accounting controls are handled through a point-of-sale computer system and network in each shop that communicates with our corporate headquarters. The POS system is also used to authorize and transmit credit card sales transactions and to manage the business and control costs, such as labor. Our company-operated shops are connected through data centers and a portal to provide our corporate employees with access to business information and tools that allow them to collaborate, communicate, train and share information between shops and the corporate office. We believe our systems currently comply with all credit card industry security standards for processing of credit and gift cards.

## **Competition**

We compete in the restaurant industry, primarily in the limited-service restaurant segment but also with restaurants in the full-service restaurant segment, and face significant competition from a wide variety of restaurants, convenience stores and other outlets on a national, regional and local level. We believe that we compete primarily based on product quality, restaurant concept, service, convenience, value perception and price. Our competition continues to intensify as competitors increase the breadth and depth of their product offerings and open new units. Although new competitors may emerge at any time due to the low barriers to entry, our competitors include: Chipotle, Jimmy John's, Panera Bread and Subway, among others. Additionally, we compete with limited-service restaurants, specialty restaurants and other retail concepts for prime shop locations.

## **Government Regulation**

We and our franchisees are subject to various federal, state, local and international laws affecting our business. Each of our shops is subject to licensing and regulation by a number of governmental authorities, which may include, among others, health and safety, nutritional menu labeling, health care, environmental and fire agencies in the state, municipality or country in which the shop is located. Difficulty in obtaining or failing to obtain the required licenses or approvals could delay or prevent the development of a new shop in a particular area. Additionally, difficulties or inability to retain or renew licenses, or increased compliance costs due to changed regulations, could adversely affect operations at existing shops.

Our shop operations are also subject to federal and state labor laws, including the U.S. Fair Labor Standards Act and the U.S. Immigration Reform and Control Act of 1986, governing such matters as minimum wages, overtime and worker conditions. Significant numbers of our food service and preparation personnel are paid at rates related to the applicable minimum wage, and further increases in the minimum wage or other changes in these laws could increase our labor costs. Our ability to respond to minimum wage increases by increasing menu prices will depend on the responses of our competitors and customers. Our distributors and suppliers also may be affected by higher minimum wage and benefit standards, which could result in higher costs for goods and services supplied to us.

We and our franchisees may also be subject to lawsuits from our employees, the U.S. Equal Employment Opportunity Commission or others alleging violations of federal and state laws regarding workplace and employment matters, discrimination and similar matters.

The Patient Protection and Affordable Care Act of 2010 (the "PPACA") enacted in March 2010 requires chain restaurants with 20 or more locations in the United States to comply with federal nutritional disclosure requirements. The FDA issued final regulations with regard to restaurant menu labeling that became effective May 7, 2018. A number of states, counties and cities have also enacted menu labeling laws requiring multi-unit restaurant operators to disclose additional nutritional information to customers, or have enacted legislation restricting the use of certain types of ingredients in restaurants. While our ability to adapt to consumer preferences is a strength of our concepts, the effect of such labeling requirements on consumer choices, if any, is unclear at this time.

We and our franchisees are subject to the Americans with Disabilities Act (the "ADA"), which, among other things, requires our shops to meet federally mandated requirements for the disabled. The ADA prohibits discrimination in employment and public accommodations on the basis of disability. Under the ADA, we and our franchisees could be required to expend funds to modify our shops to provide service to, or make reasonable accommodations for the employment of, disabled persons. In addition, our employment practices are subject to the requirements of the Immigration and Naturalization Service relating to citizenship and residency. Government regulations could affect and change the items we procure for resale. We and our franchisees may also become subject to legislation or regulation seeking to tax and/or regulate sugary beverages and high-fat and high-sodium foods, particularly in the United States, which could be costly to comply with. Our results can be impacted by tax legislation and regulation in the jurisdictions in which we operate and by accounting standards or pronouncements.

We and our franchisees are also subject to laws and regulations relating to information security, privacy, cashless payments, gift cards and consumer credit, protection and fraud, and any failure or perceived failure to comply with these laws and regulations could harm our reputation or lead to litigation, which could adversely affect our financial condition.

Our franchising activities are subject to the rules and regulations of the Federal Trade Commission (“FTC”) and various state laws regulating the offer and sale of franchises. The FTC’s franchise rule and various state laws require that we furnish a franchise disclosure document (“FDD”) containing certain information to prospective franchisees and a number of states require registration of the FDD with state authorities. Substantive state laws that regulate the franchisor-franchisee relationship exist in a substantial number of states, and bills have been introduced in Congress from time to time that would provide for federal regulation of the franchisor-franchisee relationship. The state laws often limit, among other things, the duration and scope of non-competition provisions, the ability of a franchisor to terminate or refuse to renew a franchise and the ability of a franchisor to designate sources of supply. We believe that our FDDs, together with any applicable state versions or supplements, and franchising procedures comply in all material respects with both the FTC franchise rule and all applicable state laws regulating franchising in those states in which we have offered franchises.

See “Risk Factors” in Item 1A for a discussion of risks relating to federal, state, local and international regulation of our business.

### **Seasonality**

Our business is subject to seasonal fluctuations. Historically, customer spending patterns for our established shops are lowest in the first quarter of the year due to holidays, consumer habits and adverse weather. Our quarterly results have been and will continue to be affected by the timing of new shop openings and their associated pre-opening costs. As a result of these and other factors, our financial results for any quarter may not be indicative of the results that may be achieved for a full fiscal year.

### **Employees**

As of December 30, 2018, we employed approximately 7,000 persons, of which approximately 200 are corporate personnel, 600 are shop management personnel and the remainder are hourly shop personnel.

### **Intellectual Property and Trademarks**

We regard our “Potbelly” and “Potbelly Sandwich Works” trademarks as having significant value and as being important factors in the marketing of our shops. We have also obtained trademarks for several of our other menu items, such as “A Wreck,” and for various advertising slogans, including “Good Vibes, Great Sandwiches,” “Feed Your Smile” and “A First Class Dive.” We are aware of names and marks similar to the trademarks of ours used by other persons in certain geographic areas in which we have shops. However, we believe such uses will not adversely affect us. Our policy is to pursue registration of our intellectual property whenever possible and to oppose vigorously any infringement thereof.

We license the use of our registered trademarks to franchisees through franchise arrangements. The franchise arrangements restrict franchisees’ activities with respect to the use of our trademarks and impose quality control standards in connection with goods and services offered in connection with the trademarks.

### **Available Information**

We were incorporated in Delaware in June 2001 as Potbelly Sandwich Works, Inc. and changed our name to Potbelly Corporation in 2002. Our principal offices are located at 111 North Canal Street, Suite 850, Chicago, Illinois 60606 and our telephone number is (312) 951-0600. We maintain a website with the address [www.potbelly.com](http://www.potbelly.com). On our website, we make available at no charge our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, all amendments to those reports, and our proxy statement, as soon as reasonably practicable after these materials are filed with or furnished to the SEC. The SEC also maintains a website ([www.sec.gov](http://www.sec.gov)) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. The contents of our website are not incorporated by reference into this Form 10-K.

## **ITEM 1A. RISK FACTORS**

You should carefully consider the following factors, which could materially affect our business, financial condition or results of operations. You should read these Risk Factors in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 and our consolidated financial statements and the related notes to those statements included in Item 8.

## **Risks Related to Our Business and Industry**

***We face significant competition for customers and our inability to compete effectively may affect our traffic, sales and shop-level profit margins, which could adversely affect our business, financial condition and results of operations.***

The restaurant industry is intensely competitive with many well-established companies that compete directly and indirectly with us with respect to food quality, ambiance, service, price and value and location. We compete in the restaurant industry with national, regional and locally-owned limited-service restaurants and full-service restaurants. Some of our competitors have significantly greater financial, marketing, personnel and other resources than we do, and many of our competitors are well established in markets in which we have existing shops or intend to locate new shops. In addition, many of our competitors have greater name recognition nationally or in some of the local markets in which we have shops. Any inability to successfully compete with the restaurants in our markets will place downward pressure on our customer traffic and may prevent us from increasing or sustaining our revenues and profitability. Consumer tastes, nutritional and dietary trends, traffic patterns and the type, number and location of competing restaurants often affect the restaurant business, and our competitors may react more efficiently and effectively to those conditions. Further, we face growing competition from the supermarket industry, with the improvement of their “convenient meals” in the deli section, and from limited-service and fast casual restaurants, as a result of higher-quality food and beverage offerings by those restaurants. In addition, some of our competitors have in the past implemented programs which provide price discounts on certain menu offerings, and they may continue to do so in the future. If we are unable to continue to compete effectively, our traffic, sales and shop-level profit margins could decline and our business, financial condition and results of operations would be adversely affected.

***Economic conditions in the United States could materially affect our business, financial condition and results of operations.***

The restaurant industry depends on consumer discretionary spending. During periods of economic downturn, continuing disruptions in the overall economy, including the impacts of high unemployment and financial market volatility and unpredictability, may cause a related reduction in consumer confidence, which could negatively affect customer traffic and sales throughout our industry. These factors, as well as national, regional and local regulatory and economic conditions, gasoline prices and disposable consumer income affect discretionary consumer spending. If economic conditions worsen and our customers choose to dine out less frequently or reduce the amount they spend on meals while dining out, customer traffic could be adversely impacted. If negative economic conditions persist for a long period of time or become pervasive, consumer changes to their discretionary spending behavior, including the frequency with which they dine out, could be more permanent. The U.S. economy is likely to be affected by many national and international factors that are beyond our control. If sales decrease, our profitability could decline as we spread fixed costs across a lower level of sales. Prolonged negative trends in shop sales could cause us to, among other things, reduce the number and frequency of new shop openings, close shops or delay remodeling of our existing shops or take asset impairment charges.

***Increased commodity, energy and other costs could decrease our shop-level profit margins or cause us to limit or otherwise modify our menus, which could adversely affect our business.***

Our profitability depends in part on our ability to anticipate and react to changes in the price and availability of food commodities, including among other things beef, poultry, grains, dairy and produce. Prices may be affected due to market changes, increased competition, the general risk of inflation, shortages or interruptions in supply due to weather, disease or other conditions beyond our control, or other reasons. Other events could increase commodity prices or cause shortages that could affect the cost and quality of the items we buy or require us to further raise prices or limit our menu options. These events, combined with other more general economic and demographic conditions, could impact our pricing and negatively affect our sales and shop-level profit margins. We enter into certain forward pricing arrangements with our suppliers from time to time, which may result in fixed or formula-based pricing with respect to certain food products. See “Quantitative and Qualitative Disclosures about Market Risk—Commodity Price Risk” in Item 7A. However, these arrangements generally are relatively short in duration and may provide only limited protection from price changes, and the extent to which we use these arrangements varies substantially from time to time. In addition, the use of these arrangements may limit our ability to benefit from favorable price movements.

Our profitability is also adversely affected by increases in the price of utilities, such as natural gas, whether as a result of inflation, shortages or interruptions in supply, or otherwise. Our profitability is also affected by the costs of insurance, labor, marketing, taxes and real estate, all of which could increase due to inflation, changes in laws, competition or other events beyond our control. Our ability to respond to increased costs by increasing menu prices or by implementing alternative processes or products will depend on our ability to anticipate and react to such increases and other more general economic and demographic conditions, as well as the responses of our competitors and customers. All of these things may be difficult to predict and beyond our control. In this manner, increased costs could adversely affect our performance.

***Our inability to identify qualified individuals for our workforce could slow our growth and adversely impact our ability to operate our shops.***

Our success depends in part upon our ability to attract, motivate and retain a sufficient number of qualified managers and associates to meet the needs of our existing shops and to staff new shops. A sufficient number of qualified individuals to fill these positions may be in short supply in some communities. Competition in these communities for qualified staff and significant improvement in regional or national economic conditions could increase the difficulty of attracting and retaining qualified individuals and could result in the need to pay higher wages and provide greater benefits. We place a heavy emphasis on the qualification and training of our personnel and spend a significant amount of time and money on training our employees. Any inability to recruit and retain qualified individuals may result in higher turnover and increased labor costs could compromise the quality of our service. Any such inability could also delay the planned openings of new shops and could adversely impact our existing shops. Any such inability to retain or recruit qualified employees, increased costs of attracting qualified employees or delays in shop openings could adversely affect our business and results of operations.

***Our business operations and future development could be significantly disrupted if we lose key members of our management team.***

The success of our business continues to depend to a significant degree upon the continued contributions of our senior officers and key employees, both individually and as a group. Our future performance will be substantially dependent on our ability to retain and motivate key members of our senior leadership team. We currently have employment agreements in place with all of the members of our senior leadership team. The loss of the services of any of these executive officers or other key employees could have a material adverse effect on our business and plans for future development. In addition, we may have difficulty finding appropriate replacements and our business could suffer. We also do not maintain any key man life insurance policies for any of our employees.

***Food safety and food-borne illness concerns may have an adverse effect on our business by reducing demand and increasing costs.***

Food safety is a top priority, and we dedicate substantial resources to help ensure that our customers enjoy safe, quality food products. However, food-borne illnesses and food safety issues have occurred in the food industry in the past, and could occur in the future. Any report or publicity linking us to instances of food-borne illness or other food safety issues, including food tampering or contamination, could adversely affect our brand and reputation as well as our revenues and profits. In addition, instances of food-borne illness, food tampering or food contamination occurring solely at restaurants of our competitors could result in negative publicity about the food service industry generally and adversely impact our sales.

Furthermore, our reliance on third-party food suppliers and distributors increases the risk that food-borne illness incidents could be caused by factors outside of our control and that multiple locations would be affected rather than a single shop. We cannot assure that all food items are properly maintained during transport throughout the supply chain and that our employees will identify all products that may be spoiled and should not be used in our shops. If our customers become ill from food-borne illnesses, we could be forced to temporarily close some shops. Furthermore, any instances of food contamination, whether or not at our shops, could subject us or our suppliers to a food recall pursuant to the FSMA.

***Identifying, opening and operating new shops entails numerous risks and uncertainties.***

Our shop model is designed to generate strong cash flow, attractive shop-level financial results and high returns on investment.. Our current strategy is to close underperforming shops and continue with our reduced rate of company-operated shop growth. In 2018, we opened 10 new company-operated shops. In 2019, we intend to open 6-10 company-operated shops, focusing on markets where Potbelly has an established presence. We may not be able to open our planned new shops on a timely basis, if at all, given the uncertainty of numerous factors, including the location of our current shops, demographics and traffic patterns. In the past, we have experienced delays in opening some shops and that could happen again. Delays or failures in opening new restaurants could adversely affect our business and results of operations.

The number and timing of new shops opened during any given period may be negatively impacted by a number of factors including, without limitation:

- the identification and availability of attractive sites for new shops and the ability to negotiate suitable lease terms;
- anticipated commercial, residential and infrastructure development near our new shops;
- the proximity of potential sites to an existing shop;
- the cost and availability of capital to fund construction costs and pre-opening expenses;
- our ability to control construction and development costs of new shops;
- recruitment and training of qualified operating personnel in the local market;

- our ability to obtain all required governmental permits, including zoning approvals, on a timely basis;
- competition in new markets, including competition for appropriate sites;
- unanticipated increases in costs, any of which could give rise to delays or cost overruns; and
- avoiding the impact of inclement weather, natural disasters and other calamities.

If we are unable to expand in existing markets or penetrate new markets, our ability to increase our revenues and profitability may be harmed.

***Our expansion into new markets may present increased risks.***

We plan to open shops in markets where we have little or no operating experience. Shops we open in new markets may take longer to reach expected sales and profit levels on a consistent basis and may have higher construction, occupancy or operating costs than shops we open in existing markets, thereby affecting our overall profitability. New markets may have competitive conditions, consumer tastes and discretionary spending patterns that are more difficult to predict or satisfy than our existing markets. We may need to make greater investments than we originally planned in advertising and promotional activity in new markets to build brand awareness. We may find it more difficult in new markets to hire, motivate and keep qualified employees who share our values. We may also incur higher costs from entering new markets if, for example, we assign area managers to manage comparatively fewer shops than we assign in more developed markets. As a result, these new shops may be less successful or may achieve target shop-level profit margins at a slower rate. If we do not successfully execute our plans to enter new markets, our business, financial condition or results of operations could be adversely affected.

***New shops, once opened, may not be profitable, and the results that we have experienced in the past may not be indicative of future results.***

Our results have been, and in the future may continue to be, significantly impacted by the timing of new shop openings (often dictated by factors outside of our control), including associated shop pre-opening costs and operating inefficiencies, as well as changes in our geographic concentration due to the opening of new shops. We typically incur the most significant portion of pre-opening expenses associated with a given shop within the five months immediately preceding and the month of the opening of the shop. Our experience has been that labor and operating costs associated with a newly opened shop for the first several months of operation are materially greater than what can be expected after that time, both in aggregate dollars and as a percentage of revenues. Our new shops commonly take 10 to 13 weeks to reach planned operating levels due to inefficiencies typically associated with new shops, including the training of new personnel, lack of market awareness, inability to hire sufficient qualified staff and other factors. We may incur additional costs in new markets, particularly for transportation, distribution and training of new personnel, which may impact the profitability of those shops. Accordingly, the volume and timing of new shop openings may have a meaningful impact on our profitability.

Although we target specified operating and financial metrics, new shops may not meet these targets or may take longer than anticipated to do so. Any new shops we open may not be profitable or achieve operating results similar to those of our existing shops. If our new shops do not perform as planned, our business and future prospects could be harmed. In addition, if we are unable to achieve our expected comparable store sales, our business, financial condition or results of operations could be adversely affected.

***Our sales and profit growth could be adversely affected if comparable store sales are less than we expect.***

The level of comparable store sales, which represent the change in year-over-year sales for company-operated shops open for 15 months or longer, will affect our sales growth and will continue to be a critical factor affecting profit growth. Our ability to increase comparable store sales depends in part on our ability to successfully implement our initiatives to build sales. It is possible such initiatives will not be successful, that we will not achieve our target comparable store sales growth or that the change in comparable store sales could be negative, which may cause a decrease in sales and profit growth that would adversely affect our business, financial condition or results of operations.

***Our failure to manage our growth effectively could harm our business and operating results.***

Our growth plan includes a significant number of new shops. Our existing management systems, financial and management controls and information systems may not be adequate to support our planned expansion. Our ability to manage our growth effectively will require us to continue to enhance these systems, procedures and controls and to locate, hire, train and retain management and operating personnel. We may not be able to respond on a timely basis to all of the changing demands that our planned expansion will impose on management and on our existing infrastructure, or be able to hire or retain the necessary management and operating personnel, which could harm our business, financial condition or results of operations.



***Opening new shops in existing markets may negatively affect sales at our existing shops.***

The consumer target area of our shops varies by location, depending on a number of factors, including population density, other local retail and business attractions, area demographics and geography. As a result, the opening of a new shop in or near markets in which we already have shops could adversely affect the sales of those existing shops. Existing shops could also make it more difficult to build our consumer base for a new shop in the same market. Our business strategy does not entail opening new shops that we believe will materially affect sales at our existing shops, but we may selectively open new shops in and around areas of existing shops that are operating at or near capacity to effectively serve our customers. Sales cannibalization between our shops may become significant in the future as we continue to expand our operations and could affect our sales growth, which could, in turn, adversely affect our business, financial condition or results of operations.

***We are subject to risks associated with leasing property subject to long-term non-cancelable leases, and the costs of exiting leases at shops we have closed or may close in the future may be greater than we estimate.***

We do not own any real property and all of our company-owned shops are located in leased premises. The leases for our shop locations generally have initial terms of ten years and typically provide for two renewal options in five-year increments as well as for rent escalations. Generally, our leases are net leases that require us to pay our share of the costs of real estate taxes, utilities, building operating expenses, insurance and other charges in addition to rent. We generally cannot cancel these leases. Additional sites that we lease are likely to be subject to similar long-term non-cancelable leases. If we close a shop, we nonetheless may be obligated to perform our monetary obligations under the applicable lease, including, among other things, payment of the base rent for the balance of the lease term. In addition, as each of our leases expire, we may fail to negotiate renewals, either on commercially acceptable terms or at all, which could cause us to close shops in desirable locations. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Fiscal year 2018 (52 Weeks) Compared to Fiscal year 2017 (53 Weeks)—Revenues” in Item 7.

***We may sublease or assign properties and face future liability if subtenants or assignees default or incur contingent liabilities.***

For the underperforming shops we have closed, we have negotiated lease termination agreements on terms that are acceptable to us for a majority of them. However, in some cases we may seek to either assign leases and retain contingent liability for rent and other lease obligations or to retain the tenant’s obligations under the lease and sublease the shop premises to a third party. But we may be unable to enter into such arrangements on acceptable terms and even if we do such arrangements may result in our incurring liabilities and expenses in future periods or the rent payments we receive from subtenants being less than our rent obligations under the leases. Under these circumstances, we would be responsible for any shortfall.

***Damage to our reputation or lack of acceptance of our brand in existing or new markets could negatively impact our business, financial condition and results of operations.***

We believe we have built our reputation on the high quality of our food, service and staff, as well as on our unique culture and the ambience in our shops, and we must protect and grow the value of our brand to continue to be successful in the future. Any incident that erodes consumer affinity for our brand could significantly reduce its value and damage our business. For example, our brand value could suffer and our business could be adversely affected if customers perceive a reduction in the quality of our food, service or staff, or an adverse change in our culture or ambience, or otherwise believe we have failed to deliver a consistently positive experience.

We may be adversely affected by news reports or other negative publicity (regardless of their accuracy), regarding food quality issues, public health concerns, illness, safety, injury or government or industry findings concerning our shops, restaurants operated by other foodservice providers, or others across the food industry supply chain. The risks associated with such negative publicity cannot be completely eliminated or mitigated and may materially harm our results of operations and result in damage to our brand.

Also, there has been a marked increase in the use of social media platforms, including blogs, social media websites and other forms of Internet-based communications which allow individuals access to a broad audience of consumers and other interested persons. The availability of information on social media platforms is virtually immediate as is its impact. Many social media platforms immediately publish the content their subscribers and participants can post, often without filters or checks on accuracy of the content posted. The opportunity for dissemination of information, including inaccurate information, is seemingly limitless and readily available. Information concerning our company may be posted on such platforms at any time. Information posted may be adverse to our interests or may be inaccurate, each of which may harm our performance, prospects or business. The harm may be immediate without affording us an opportunity for redress or correction. Such platforms also could be used for dissemination of trade secret information, compromising valuable company assets. In sum, the dissemination of information online could harm our business, prospects, financial condition and results of operations, regardless of the information’s accuracy.

***Our marketing programs may not be successful.***

In 2018, we hired a new Chief Marketing Officer and introduced new promotional activities and media strategies. We intend to continue to invest in marketing efforts that we believe will attract and retain customers. These initiatives may not be successful, resulting in expenses incurred without the benefit of higher revenues. Additionally, if these initiatives are not successful, we may engage in additional promotional activities to attract and retain customers, including buy-one get-one offers and other offers for free or discounted food, and any such additional promotional activities could adversely impact our results of operations.

We also plan to continue to emphasize mobile and other digital ordering, delivery and pick-up orders, and catering. These efforts may not succeed to the degree we expect, or may result in unexpected operational challenges that adversely impact our costs. We may also seek to introduce new menu items that may not generate the level of sales we expect. Additionally, some of our competitors have greater financial resources, which enable them to spend significantly more on marketing and advertising than we are able to. Should our competitors increase spending on marketing and advertising or our marketing funds decrease for any reason, or should our advertising and promotions be less effective than our competitors, there could be a material adverse effect on our results of operations and financial condition.

***Our business is subject to seasonal fluctuations.***

Historically, customer spending patterns for our established shops are lowest in the first quarter of the year due to holidays, consumer habits and adverse weather. Our quarterly results have been and will continue to be affected by the timing of new shop openings and their associated pre-opening costs. As a result of these and other factors, our financial results for any quarter may not be indicative of the results that may be achieved for a full fiscal year.

***Because many of our shops are concentrated in local or regional areas, we are susceptible to economic and other trends and developments, including adverse weather conditions, in these areas.***

Our financial performance is highly dependent on shops located in Illinois, Texas, Michigan, Maryland, Washington, D.C. and Virginia, which comprised approximately 66% of our total domestic shops as of December 30, 2018. Shops located in the Chicago metropolitan area comprised approximately 25% of our total domestic shops as of such date. As a result, adverse economic conditions in any of these areas could have a material adverse effect on our overall results of operations. In addition, given our geographic concentrations, negative publicity regarding any of our shops in these areas could have a material adverse effect on our business and operations, as could other regional occurrences such as local strikes, terrorist attacks, increases in energy prices, or natural or man-made disasters.

In particular, adverse weather conditions, such as regional winter storms, floods, severe thunderstorms and hurricanes, could negatively impact our results of operations. Temporary or prolonged shop closures may occur and customer traffic may decline due to the actual or perceived effects of future weather related events.

***Legislation and regulations requiring the display and provision of nutritional information for our menu offerings, and new information or attitudes regarding diet and health or adverse opinions about the health effects of consuming our menu offerings, could affect consumer preferences and negatively impact our results of operations.***

Government regulation and changes in consumer eating habits resulting from shifting attitudes regarding diet and health or new information regarding changes in the health effects of consuming our menu offerings may impact our business. These changes have resulted in, and may continue to result in, the enactment of laws and regulations that impact the ingredients and nutritional content of our menu offerings, or laws and regulations requiring us to disclose the nutritional content of our food offerings.

For example, PPACA establishes a uniform, federal requirement for certain restaurants to post certain nutritional information on their menus. Specifically, the PPACA amended the Federal Food, Drug and Cosmetic Act to require chain restaurants with 20 or more locations operating under the same name and offering substantially the same menus to publish the total number of calories of standard menu items on menus and menu boards, along with a statement that puts this calorie information in the context of a total daily calorie intake. The PPACA also requires covered restaurants to provide to consumers, upon request, a written summary of detailed nutritional information for each standard menu item, and to provide a statement on menus and menu boards about the availability of this information. In addition, a number of states, counties, and cities have enacted menu labeling laws imposing requirements for additional menu disclosure, such as sodium content. An unfavorable report on, or reaction to, our menu ingredients, the size of our portions or the nutritional content of our menu items could negatively influence the demand for our offerings.

Compliance with current and future laws and regulations regarding the ingredients and nutritional content of our menu items may be costly and time-consuming. Additionally, if consumer health regulations or consumer eating habits change significantly, we may be required to modify or discontinue certain menu items, and we may experience higher costs associated with the implementation of those changes. Additionally, some government authorities are increasing regulations regarding trans-fats and sodium, which may require us to limit or eliminate trans-fats and sodium from our menu offerings or switch to higher cost ingredients or may hinder our ability to operate in certain markets. If we fail to comply with these laws or regulations, our business could experience a material adverse effect.

We cannot make any assurances regarding our ability to effectively respond to changes in consumer health perceptions or our ability to successfully implement the nutrient content disclosure requirements and to adapt our menu offerings to trends in eating habits. The imposition of menu-labeling laws could have an adverse effect on our results of operations and financial position, as well as the restaurant industry in general.

***We are subject to many federal, state and local laws with which compliance is both costly and complex.***

The restaurant industry is subject to extensive federal, state and local laws and regulations, including those relating to building and zoning requirements and those relating to the preparation and sale of food. The development and operation of restaurants depend to a significant extent on the selection and acquisition of suitable sites, which are subject to zoning, land use, environmental, traffic and other regulations and requirements. We are also subject to licensing and regulation by state and local authorities relating to health, sanitation, safety and fire standards.

We are subject to federal and state laws governing our relationships with employees (including the Fair Labor Standards Act of 1938, the Immigration Reform and Control Act of 1986, and applicable requirements concerning the minimum wage, overtime, family leave, working conditions, safety standards, immigration status, unemployment tax rates, workers' compensation rates and state and local payroll taxes) and federal and state laws which prohibit discrimination. As significant numbers of our associates are paid at rates related to the applicable minimum wage, further increases in the minimum wage or other changes in these laws could increase our labor costs. Our ability to respond to minimum wage increases by increasing menu prices will depend on the responses of our competitors and customers.

We are subject to the ADA, which, among other things, requires our shops to meet federally mandated requirements for the disabled. The ADA prohibits discrimination in employment and public accommodations on the basis of disability. Under the ADA, we could be required to expend funds to modify our shops to provide service to, or make reasonable accommodations for the employment of, disabled persons. In addition, our employment practices are subject to the requirements of the Immigration and Naturalization Service relating to citizenship and residency. Government regulations could also affect and change the items we procure for resale such as commodities.

In addition, our domestic franchising activities are subject to laws enacted by a number of states, rules and regulations promulgated by the U.S. Federal Trade Commission and certain rules and requirements regulating franchising activities in foreign countries. Failure to comply with new or existing franchise laws, rules and regulations in any jurisdiction or to obtain required government approvals could negatively affect our franchise sales and our relationships with our franchisees.

The impact of current laws and regulations, the effect of future changes in laws or regulations that impose additional requirements and the consequences of litigation relating to current or future laws and regulations, or our inability to respond effectively to significant regulatory or public policy issues, could increase our compliance and other costs of doing business and, therefore, have an adverse effect on our results of operations. Failure to comply with the laws and regulatory requirements of federal, state and local authorities could result in, among other things, revocation of required licenses, administrative enforcement actions, fines and civil and criminal liability. In addition, certain laws, including the ADA, could require us to expend significant funds to make modifications to our shops if we failed to comply with applicable standards. Compliance with all of these laws and regulations can be costly and can increase our exposure to litigation or governmental investigations or proceedings.

***Failure to obtain and maintain required licenses and permits or to comply with food control regulations could lead to the loss of our food service licenses and, thereby, harm our business.***

Restaurants are required under various federal, state and local government regulations to obtain and maintain licenses, permits and approvals to operate their businesses and such regulations are subject to change from time to time. The failure to obtain and maintain these licenses, permits and approvals could adversely affect our operating results. Typically, licenses must be renewed annually and may be revoked, suspended or denied renewal for cause at any time if governmental authorities determine that our conduct violates applicable regulations. Difficulties or failure to maintain or obtain the required licenses and approvals could adversely affect our existing shops and delay or result in our decision to cancel the opening of new shops, which would adversely affect our business.

***Shortages or interruptions in the supply or delivery of fresh food products could adversely affect our operating results.***

We are dependent on frequent deliveries of fresh food products that meet our specifications. Shortages or interruptions in the supply of fresh food products caused by problems in production or distribution, inclement weather, unanticipated demand or other conditions could adversely affect the availability, quality and cost of ingredients, which would adversely affect our operating results.

***We have a limited number of suppliers for our major products and rely on a distribution network with a limited number of distribution partners for the majority of our national distribution program in the U.S. If our suppliers or distributors are unable to fulfill their obligations under their contracts, it could harm our operations.***

We have a limited number of suppliers for our major products, such as bread. In 2018, we purchased almost all of our bread from one supplier, Campagna-Turano Bakery, Inc., and more than 90% of our meat products from ten suppliers. In addition, we contract with a distribution network with a limited number of distribution partners located throughout the nation to provide the majority of our food distribution services in the U.S. Through our arrangement, our food supplies are largely distributed through five primary distributors. Although we believe that alternative supply and distribution sources are available, there can be no assurance that we will be able to identify or negotiate with such sources on terms that are commercially reasonable to us. If our suppliers or distributors are unable to fulfill their obligations under their contracts or we are unable to identify alternative sources, we could encounter supply shortages and incur higher costs. See “Business—Sourcing and Supply Chain” in Item 1.

***Information technology system failures or breaches of our network security could interrupt our operations and adversely affect our business.***

We rely on our computer systems and network infrastructure across our operations, including point-of-sale processing at our shops. In addition, we are increasingly relying on cloud computing and other technologies that result in third parties holding customer information on our behalf. Our operations depend upon our and our third party vendors’ ability to protect our computer equipment and systems against damage from physical theft, fire, power loss, telecommunications failure or other catastrophic events, as well as from internal and external security breaches, viruses and other disruptive problems. Any damage or failure of our computer systems or network infrastructure that causes an interruption in our operations could have a material adverse effect on our business and subject us to litigation or actions by regulatory authorities. In addition, an increasing number of transactions are processed through our mobile application. Disruptions, failures or other performance issues with such customer facing technology systems could impair the benefits such systems provide to our business and negatively impact our relationship with our customers.

***Security breaches of confidential customer information in connection with our electronic processing of credit and debit card transactions may adversely affect our business.***

The majority of our sales are by credit or debit cards. Other restaurants and retailers have experienced security breaches in which credit and debit card information of their customers has been stolen. We may in the future become subject to lawsuits or other proceedings for purportedly fraudulent transactions arising out of the actual or alleged theft of our customers’ credit or debit card information. In addition, most states have enacted legislation requiring notification of security breaches involving personal information, including credit and debit card information. Any such claim or proceeding, or any adverse publicity resulting from these allegations, may have a material adverse effect on our business.

We maintain disclosure controls and procedures to ensure we will timely and sufficiently notify our investors of material cybersecurity risks and incidents, including the associated financial, legal or reputational consequences of such an event. In addition, we maintain policies and procedures to prevent directors, senior officers and other corporate insiders from trading stock after being made aware of a material cybersecurity incident and to control the distribution of information about cybersecurity events that could constitute material nonpublic information about Potbelly; however, we cannot be certain that a corporate insider who becomes aware of a material cybersecurity incident does not undertake to buy or sell Potbelly stock before information about the incident becomes publicly available.

***Changes to estimates related to our property, fixtures and equipment or operating results that are lower than our current estimates at certain shop locations may cause us to incur impairment charges on certain long-lived assets, which may adversely affect our results of operations.***

In accordance with accounting guidance as it relates to the impairment of long-lived assets, we make certain estimates and projections with regard to individual shop operations, as well as our overall performance, in connection with our impairment analyses for long-lived assets. When impairment triggers are deemed to exist for any location, the estimated undiscounted future cash flows are compared to its carrying value. If the carrying value exceeds the undiscounted cash flows, an impairment charge equal to the difference between the carrying value and the sum of the discounted cash flows is recorded. The projections of future cash flows used in these analyses require the use of judgment and a number of estimates and projections of future operating results. If actual results differ from our estimates, additional charges for asset impairments may be required in the future. We have experienced significant impairment charges in past years. If future impairment charges are significant, our reported operating results would be adversely affected.

***We may not be able to adequately protect our intellectual property, which, in turn, could harm the value of our brands and adversely affect our business.***

Our ability to implement our business plan successfully depends in part on our ability to further build brand recognition using our trademarks, service marks and other proprietary intellectual property, including our name and logos and the unique ambiance of our shops. We have registered or applied to register a number of our trademarks. We cannot assure you that our trademark applications will be approved. Third parties may also oppose our trademark applications, or otherwise challenge our use of the trademarks. In the event that our trademarks are successfully challenged, we could be forced to rebrand our goods and services, which could result in loss of brand recognition, and could require us to devote resources to advertising and marketing new brands. If our efforts to register, maintain and protect our intellectual property are inadequate, or if any third party misappropriates, dilutes or infringes on our intellectual property, the value of our brands may be harmed, which could have a material adverse effect on our business and might prevent our brands from achieving or maintaining market acceptance. We may also face the risk of claims that we have infringed third parties' intellectual property rights. If third parties claim that we infringe upon their intellectual property rights, our operating profits could be adversely affected. Any claims of intellectual property infringement, even those without merit, could be expensive and time consuming to defend, require us to rebrand our services, if feasible, divert management's attention and resources or require us to enter into royalty or licensing agreements in order to obtain the right to use a third party's intellectual property.

***Restaurant companies have been the target of class action lawsuits and other proceedings alleging, among other things, violations of federal and state workplace and employment laws. Proceedings of this nature are costly, divert management attention and, if successful, could result in our payment of substantial damages or settlement costs.***

Our business is subject to the risk of litigation by employees, consumers, suppliers, stockholders or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. The outcome of litigation, particularly class action and regulatory actions, is difficult to assess or quantify. In recent years, restaurant companies have been subject to lawsuits, including class action lawsuits, alleging violations of federal and state laws regarding workplace and employment matters, discrimination and similar matters. A number of these lawsuits have resulted in the payment of substantial damages by the defendants.

Occasionally, our customers file complaints or lawsuits against us alleging that we are responsible for some illness or injury they suffered at or after a visit to one of our shops, including actions seeking damages resulting from food-borne illness or accidents in our shops. We are also subject to a variety of other claims from third parties arising in the ordinary course of our business, including contract claims. The restaurant industry has also been subject to a growing number of claims that the menus and actions of restaurant chains have led to the obesity of certain of their customers. We may also be subject to lawsuits from our employees, the U.S. Equal Employment Opportunity Commission or others alleging violations of federal and state laws regarding workplace and employment matters, discrimination and similar matters.

Regardless of whether any claims against us are valid or whether we are liable, claims may be expensive to defend and may divert time and money away from our operations. In addition, they may generate negative publicity, which could reduce customer traffic and sales. Although we maintain what we believe to be adequate levels of insurance, insurance may not be available at all or in sufficient amounts to cover any liabilities with respect to these or other matters. A judgment or other liability in excess of our insurance coverage for any claims or any adverse publicity resulting from claims could adversely affect our business and results of operations.

***Unionization activities or labor disputes may disrupt our operations and affect our profitability.***

Although none of our employees are currently covered under collective bargaining agreements, our employees may elect to be represented by labor unions in the future. If a significant number of our employees were to become unionized and collective bargaining agreement terms were significantly different from our current compensation arrangements, it could adversely affect our business, financial condition or results of operations. In addition, a labor dispute involving some or all of our employees may harm our reputation, disrupt our operations and reduce our revenues, and resolution of disputes may increase our costs.

As an employer, we may be subject to various employment-related claims, such as individual or class actions or government enforcement actions relating to alleged employment discrimination, employee classification and related withholding, wage-hour, labor standards or healthcare and benefit issues. Such actions, if brought against us and successful in whole or in part, may affect our ability to compete or could adversely affect our business, financial condition or results of operations.

***We have limited control with respect to the operations of our franchisees which could have a negative impact on our business.***

Our franchisees are obligated to operate their shops according to the specific guidelines we set forth. We provide training opportunities to these franchisees to integrate them into our operating strategy. However, since we do not have control over these shops, we cannot give assurance that there will not be differences in product quality, operations, marketing or profitability or that there will be adherence to all of our guidelines at these shops. The failure of these shops to operate effectively could adversely affect our cash flows from those operations or have a negative impact on our reputation or our business.

In addition, franchisees may not have access to the financial or management resources that they need to open the shops contemplated by their agreements with us, or be able to find suitable sites on which to develop them, or they may elect to cease development for other reasons. Franchisees may not be able to negotiate acceptable lease or purchase terms for the sites, obtain the necessary permits and governmental approvals or meet construction schedules. Any of these problems could slow our growth from franchise operations and reduce our franchise revenues. Additionally, financing from banks and other financial institutions may not always be available to franchisees to construct and open new shops. The lack of adequate financing could adversely affect the number and rate of new shop openings by our franchisees and adversely affect our future franchise revenues.

***Risks Related to Ownership of Our Common Stock***

***Our business could be negatively affected as a result of actions of activist stockholders.***

From time to time, we may be subject to proposals by stockholders urging us to take certain corporate action. If activist stockholder activities ensue, our business could be adversely impacted because:

- responding to actions by activist stockholders can be costly and time-consuming, and divert the attention of our management and employees;
- perceived uncertainties as to our future direction may result in the loss of potential business opportunities, and may make it more difficult to attract and retain qualified personnel and business partners; and
- pursuit of an activist stockholder's agenda may adversely affect our ability to effectively implement our business strategy and create additional value for our stockholders.

***Our stock price could be extremely volatile and, as a result, you may not be able to resell your shares at or above the price you paid for them.***

Volatility in the market price of our common stock may prevent you from being able to sell your shares at or above the price you paid for your shares. The stock market in general has been highly volatile, and this may be especially true for our common stock given our growth strategy and stage of development. As a result, the market price of our common stock is likely to be similarly volatile. You may experience a decrease, which could be substantial, in the value of your stock, including decreases unrelated to our operating performance or prospects, and could lose part or all of your investment. The price of our common stock could be subject to wide fluctuations in response to a number of factors, including those described elsewhere in this Annual Report and others such as:

- actual or anticipated fluctuations in our quarterly or annual operating results and the performance of our competitors;
- publication of research reports by securities analysts about us, our competitors or our industry;
- our failure or the failure of our competitors to meet analysts' projections or guidance that we or our competitors may give to the market;
- additions and departures of key personnel;

- sales, or anticipated sales, of large blocks of our stock or of shares held by our stockholders, directors or executive officers;
- strategic decisions by us or our competitors, such as acquisitions, divestitures, spin-offs, joint ventures, strategic investments or changes in business strategy;
- the passage of legislation or other regulatory developments affecting us or our industry;
- speculation in the press or investment community, whether or not correct, involving us, our suppliers or our competitors;
- changes in accounting principles;
- litigation and governmental investigations;
- terrorist acts, acts of war or periods of widespread civil unrest;
- a food-borne illness outbreak;
- severe weather, natural disasters and other calamities; and
- changes in general market and economic conditions.

As we operate in a single industry, we are especially vulnerable to these factors to the extent that they affect our industry or our products. In the past, securities class action litigation has often been initiated against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management's attention and resources, and could also require us to make substantial payments to satisfy judgments or to settle litigation.

***Provisions in our certificate of incorporation and by-laws and Delaware law may discourage, delay or prevent a change of control of our company or changes in our management and, therefore, may depress the trading price of our stock.***

Our certificate of incorporation and by-laws include certain provisions that could have the effect of discouraging, delaying or preventing a change of control of our company or changes in our management, including, among other things:

- restrictions on the ability of our stockholders to fill a vacancy on the board of directors;
- our ability to issue preferred stock with terms that the board of directors may determine, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;
- the inability of our stockholders to call a special meeting of stockholders;
- the absence of cumulative voting in the election of directors, which may limit the ability of minority stockholders to elect directors;
- advance notice requirements for stockholder proposals and nominations, which may discourage or deter a potential acquirer from soliciting proxies to elect a particular slate of directors or otherwise attempting to obtain control of us; and
- our by-laws may only be amended by the affirmative vote of the holders of at least 66-2/3% of the voting power of outstanding shares of our capital stock entitled to vote generally in the election of directors or by our board of directors.

Section 203 of the Delaware General Corporation Law may affect the ability of an "interested stockholder" to engage in certain business combinations, including mergers, consolidations or acquisitions of additional shares, for a period of three years following the time that the stockholder becomes an "interested stockholder." An "interested stockholder" is defined to include persons owning directly or indirectly 15% or more of the outstanding voting stock of a corporation.

***Because we have no plans to pay regular cash dividends on our common stock for the foreseeable future, you may not receive any return on investment unless you sell your common stock for a price greater than that which you paid for it.***

We may retain future earnings, if any, for future operations, expansion and debt repayment and have no current plans to pay any cash dividends for the foreseeable future. Any decision to declare and pay dividends in the future will be made at the discretion of our board of directors and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions and other factors that our board of directors may deem relevant. In addition, our ability to pay dividends may be limited by covenants of any existing and future outstanding indebtedness we or our subsidiaries incur, including our credit facility. As a result, you may not receive any return on an investment in our common stock unless you sell our common stock for a price greater than that which you paid for it.

***Our ability to raise capital in the future may be limited, which could make us unable to fund our capital requirements.***

Our business and operations may consume resources faster than we anticipate. In the future, we may need to raise additional funds through the issuance of new equity securities, debt or a combination of both. Additional financing may not be available on favorable terms or at all. If adequate funds are not available on acceptable terms, we may be unable to fund our capital requirements. If we issue new debt securities, the debt holders would have rights senior to common stockholders to make claims on our assets, and the terms of any debt could restrict our operations, including our ability to pay dividends on our common stock. If we issue additional equity securities, existing stockholders may experience dilution, and the new equity securities could have rights senior to those of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our stockholders bear the risk of our future securities offerings reducing the market price of our common stock and diluting their interest.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

We do not own any real property. As of December 30, 2018, we had the following number of company-operated shops located in the following areas:

<u>Location</u>	<u>Number of Shops</u>	<u>Location</u>	<u>Number of Shops</u>
Illinois	108	Washington	12
Texas	76	Indiana	9
Michigan	32	Massachusetts	6
Maryland	28	Oregon	6
District of Columbia	23	Kansas	5
Virginia	22	Utah	4
Minnesota	21	Pennsylvania	3
Wisconsin	17	Oklahoma	2
Ohio	17	New Jersey	1
New York	16	Connecticut	1
Arizona	13	Kentucky	1
Colorado	13	Missouri	1
		<b>Total</b>	<b>437</b>

Initial lease terms for our company-operated properties are generally ten years, with the majority of the leases providing for an option to renew for two additional five-year terms. Nearly all of our leases provide for a minimum annual rent, and some of our leases call for additional rent based on sales volume at the particular location over specified minimum levels. Generally, the leases are net leases that require us to pay our share of the costs of real estate taxes, utilities, building operating expenses, insurance and other charges in addition to rent. For additional information regarding our leases, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Contractual Obligations” in Item 7.

As of December 30, 2018, we occupied approximately 32,000 square feet of office space in Chicago, Illinois under an 11-year lease for our corporate headquarters.



**ITEM 3. LEGAL PROCEEDINGS**

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 October 2017, plaintiffs filed a purported collective and class action lawsuit (the "Complaint") in the United States District Court for the Southern District of New York against the Company alleging violations of the Fair Labor Standards Act ("FLSA") and New York Labor Law ("NYLL"). The plaintiffs allege that the Company violated the FLSA and NYLL by not paying overtime compensation to our assistant managers and violated NYLL by not paying spread-of-hours pay. The Complaint was brought as a nationwide "collective action" under the FLSA and as a "class action" under NYLL. Since the filing of the Complaint, the plaintiffs have stated that they do not intend to pursue the New York state class action. They have indicated, however, an intent to pursue an Illinois state law class action, but have not yet filed an amended complaint. Potbelly believes the assistant managers were properly classified under state and federal law. The Company intends to vigorously defend this action. This case is at an early stage, and Potbelly is therefore unable to make a reasonable estimate of the probable loss or range of losses, if any, that might arise from this matter.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not Applicable

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Common Stock Market Prices and Dividends**

The Company's common stock is listed on the NASDAQ under the symbol "PBPB".

As of January 27, 2019, there were 36 stockholders of record of our common stock. This number excludes stockholders whose stock is held in nominee or street name by brokers.

**Dividend Policy**

The Company currently intends to retain all available funds and any future earnings to fund the development and growth of the business and for repurchases of the Company's common stock, and therefore Potbelly does not anticipate paying any cash dividends in the foreseeable future. Any future determination to pay dividends will be at the discretion of the Potbelly board of directors, subject to compliance with covenants in future agreements governing our indebtedness, and will depend upon Company results of operations, financial condition, capital requirements and other factors that the board of directors deems relevant. In addition, in certain circumstances, the revolving credit facility restricts Potbelly's ability to pay dividends. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Credit Facility" in Item 7.

**Purchases of Equity Securities by the Issuer**

The following table contains information regarding purchases of Company common stock made by or on behalf of Potbelly Corporation during the 13 weeks ended December 30, 2018:

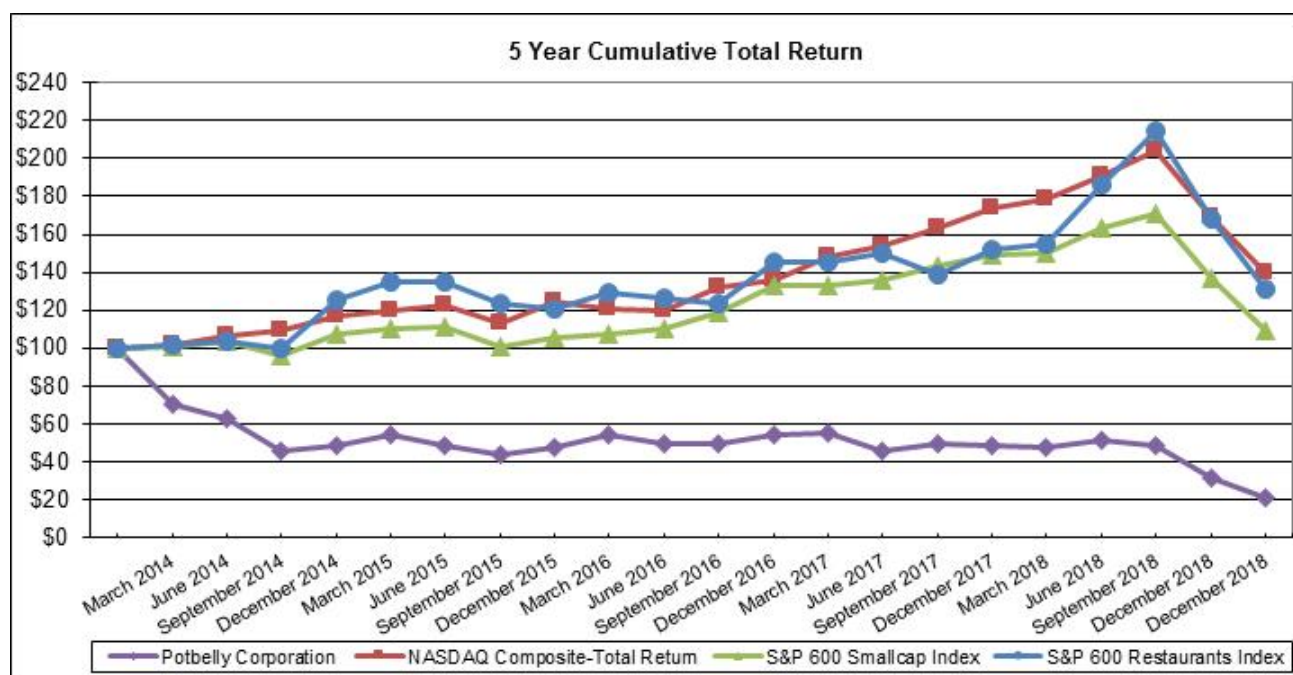
<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share (1)</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Program (2)</u>	<u>Maximum Value of Shares that May Yet be Purchased Under the Program (2)</u>
October 1, 2018 – October 28, 2018	260,263	\$ 12.16	260,263	\$ 49,501,594
October 29, 2018 – November 25, 2018	314,881	\$ 11.04	314,881	\$ 46,024,474
November 26, 2018 – December 30, 2018	413,861	\$ 9.27	413,861	\$ 42,186,093
Total	989,005		989,005	

(1) Average price paid per share excludes commissions.

(2) On May 8, 2018, the Company announced that its Board of Directors authorized a stock repurchase program for up to \$65.0 million of its outstanding common stock. The stock repurchase program replaced the previous \$30.0 million program, authorized in September 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. See Note 9 for further information regarding the Company's stock repurchase program.

## Performance Graph

The following graph and accompanying table show the cumulative total return to stockholders of Potbelly Corporation's common stock relative to the cumulative total returns of the NASDAQ Composite Index, S&P 600 SmallCap Index and S&P 600 Restaurants Index. The graph tracks the performance of a \$100 investment in our common stock and in each of the indices (with the reinvestment of dividends) from December 27, 2013 to December 30, 2018. The stock price performance included in this graph is not necessarily indicative of future stock price performance.



## ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth Potbelly's selected consolidated financial and other data as of the dates and for the periods indicated. The Company derived the statements of operations and cash flow data presented below for the fiscal years ended December 30, 2018, December 31, 2017 and December 25, 2016 and the balance sheet data presented below as of December 30, 2018 and December 31, 2017 from the Company's audited consolidated financial statements included in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K. The statements of operations and cash flow data for the fiscal years ended December 27, 2015 and December 28, 2014 and the balance sheet data as of December 25, 2016, December 27, 2015 and December 28, 2014 have been derived from the Company's audited consolidated financial statements not included in this Annual Report on Form 10-K. The Company's historical results are not necessarily indicative of Potbelly's results in any future period.

Operating results are reported on a 52-week fiscal year calendar, with a 53-week year occurring every fifth or sixth year. The Company's fiscal year ends on the last Sunday of each calendar year. Fiscal year 2017 was a 53-week year and fiscal years 2018, 2016, 2015 and 2014 were 52-week years. The first three quarters of our fiscal year consist of 13 weeks, and our fourth quarter consists of 13 weeks for 52-week fiscal years and 14 weeks for 53-week fiscal years.

Potbelly's selected consolidated financial and other data should be read in conjunction with the disclosure set forth under "Risk Factors" in Item 1A, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 and the Company's consolidated financial statements and the related notes included in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

	Fiscal Year Ended				
	December 30, 2018	December 31, 2017	December 25, 2016	December 27, 2015	December 28, 2014
<b>Statement of Operations Data:</b>					
<b>Total revenues</b>	\$ 422,638	\$ 428,111	\$ 407,131	\$ 372,849	\$ 326,979
(\$ in thousands)					
<b>Expenses</b>					
Sandwich shop operating expenses					
Cost of goods sold, excluding depreciation	111,083	113,426	111,026	105,614	93,688
Labor and related expenses	127,962	126,337	117,838	106,628	93,165
Occupancy expenses	59,789	58,562	52,444	46,762	41,389
Other operating expenses	50,363	49,209	43,738	39,869	34,669
General and administrative expenses	46,862	44,618	40,411	37,322	32,420
Depreciation expense	23,142	25,680	22,734	21,476	19,615
Pre-opening costs	472	1,441	1,786	2,160	1,634
Impairment and loss on disposal of property and equipment	13,567	10,761	4,141	3,589	3,128
<b>Total expenses</b>	<b>433,240</b>	<b>430,034</b>	<b>394,118</b>	<b>363,420</b>	<b>319,708</b>
Income (loss) from operations	(10,602)	(1,923)	13,013	9,429	7,271
Interest expense	142	124	134	221	179
Income (loss) before income taxes	(10,744)	(2,047)	12,879	9,208	7,092
Income tax expense (benefit) (1)	(2,195)	4,643	4,443	3,466	2,748
Net income (loss)	(8,549)	(6,690)	8,436	5,742	4,344
Net income (loss) attributable to non-controlling interests (2)	329	266	224	114	(14)
<b>Net income (loss) attributable to Potbelly Corporation</b>	<b>(8,878)</b>	<b>(6,956)</b>	<b>8,212</b>	<b>5,628</b>	<b>4,358</b>
<b>Net income (loss) attributable to common stockholders</b>	<b>\$ (8,878)</b>	<b>\$ (6,956)</b>	<b>\$ 8,212</b>	<b>\$ 5,628</b>	<b>\$ 4,358</b>

	Fiscal Year Ended				
	December 30, 2018	December 31, 2017	December 25, 2016	December 27, 2015	December 28, 2014
(\$ in thousands, except per share data)					
<b>Net income (loss) per common share attributable to common stockholders (3):</b>					
Basic	\$ (0.35)	\$ (0.28)	\$ 0.32	\$ 0.20	\$ 0.15
Diluted	\$ (0.35)	\$ (0.28)	\$ 0.31	\$ 0.20	\$ 0.14
<b>Weighted average shares outstanding:</b>					
Basic	25,173,171	25,045,427	25,623,809	28,002,005	29,209,298
Diluted	25,173,171	25,045,427	26,231,367	28,634,396	30,275,061

**Cash Flows Data:**

Net cash provided by (used in):

Operating activities	30,988	41,819	45,969	40,320	26,554
Investing activities	(21,395)	(34,684)	(37,820)	(36,058)	(29,209)
Financing activities	(15,348)	(4,984)	(16,776)	(35,261)	(3,919)

**Selected Other Data:**

Total company-operated shops (end of period)	437	437	411	372	334
Change in company-operated comparable store sales	(1.4)%	(3.8)%	1.4%	4.4%	0.1%
Operating income (loss) margin (4)	(2.5)%	(0.4)%	3.2%	2.5%	2.2%
Shop-level profit margin (5)	16.7%	18.2%	19.7%	19.4%	19.2%
Capital expenditures	21,395	34,684	36,712	35,725	29,209
Adjusted EBITDA (6)	34,990	41,693	44,145	37,196	33,327
Adjusted EBITDA margin (6)	8.3%	9.7%	10.8%	10.0%	10.2%

	December 30, 2018	December 31, 2017	December 25, 2016	December 27, 2015	December 28, 2014
(\$ in thousands)					

**Balance Sheet Data:**

Cash and cash equivalents	\$ 19,775	\$ 25,530	\$ 23,379	\$ 32,006	\$ 63,005
Working capital	10,394	17,851	10,736	24,599	59,334
Total assets	153,215	170,730	175,445	174,507	191,947
Total debt	—	—	—	—	1,008
Total equity	95,533	117,238	124,236	130,213	156,325

- (1) In connection with the Company's initial analysis of the impact of the Tax Cuts and Jobs Act of 2017 (the "Tax Act"), Potbelly recorded additional tax expense of \$3.8 million for the fiscal year 2017, the period in which the legislation was enacted. See Note 7 to the Consolidated Financial Statements for additional information related to the Tax Act.
- (2) Non-controlling interests represent non-controlling partners' share of the assets, liabilities and operations related to seven joint venture investments. Potbelly has ownership interests ranging from 51-80% in these consolidated joint ventures.
- (3) Net income (loss) per common share attributable to common stockholders is calculated using the weighted average number of common shares outstanding for the period.
- (4) Income from operations as a percentage of total revenues.
- (5) Shop-level profit is not required by, or presented in accordance with, GAAP, and is defined as income (loss) from operations less franchise royalties and fees, general and administrative expenses, depreciation expense, pre-opening costs and impairment and loss on disposal of property and equipment. Shop-level profit is a supplemental measure of operating performance of the Company's shops and the calculation thereof may not be comparable to that reported by other companies. Shop-level profit margin represents shop-level profit expressed as a percentage of net company-operated sandwich shop sales. Shop-level profit and shop-level profit margin have limitations as analytical tools, and should not be considered in isolation or as a substitute for analysis of Potbelly's results as reported under GAAP. Management believes shop-level profit margin is an important tool for investors because it is a widely used metric within the restaurant industry to evaluate restaurant-level productivity, efficiency and performance. Management uses shop-level profit margin as a key metric to evaluate the profitability of incremental sales at the Company's shops, to evaluate our shop performance across periods and to evaluate our shop financial performance compared with our competitors. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 for a discussion of shop-level profit margin and other key performance indicators. A reconciliation of shop-level profit to income (loss) from operations and a calculation of shop-level profit margin is provided below:

	Fiscal Year Ended				
	December 30, 2018	December 31, 2017	December 25, 2016	December 27, 2015	December 28, 2014
	(\$ in thousands)				
Income (loss) from operations	\$ (10,602)	\$ (1,923)	\$ 13,013	\$ 9,429	\$ 7,271
Less: Franchise royalties and fees	3,212	3,179	2,257	1,895	1,515
General and administrative expenses	46,862	44,618	40,411	37,322	32,420
Depreciation expense	23,142	25,680	22,734	21,476	19,615
Pre-opening costs	472	1,441	1,786	2,160	1,634
Impairment and loss on disposal of property and equipment	13,567	10,761	4,141	3,589	3,128
Shop-level profit [Y]	\$ 70,229	\$ 77,398	\$ 79,828	\$ 72,081	\$ 62,553
Total revenues	\$ 422,638	\$ 428,111	\$ 407,131	\$ 372,849	\$ 326,979
Less: Franchise royalties and fees	3,212	3,179	2,257	1,895	1,515
Sandwich shop sales, net [X]	\$ 419,426	\$ 424,932	\$ 404,874	\$ 370,954	\$ 325,464
Shop-level profit margin [Y÷X]	16.7%	18.2%	19.7%	19.4%	19.2%

(6) Adjusted EBITDA is a supplemental measure of financial performance that is not required by, or presented in accordance with, GAAP. Potbelly defines adjusted EBITDA as net income (loss) before depreciation and amortization expense, interest expense and the provision for income taxes, adjusted to eliminate the impact of other items set forth in the reconciliation below, including certain non-cash as well as certain other items that we do not consider representative of our ongoing operating performance. Adjusted EBITDA margin is calculated by dividing adjusted EBITDA by total revenues. Adjusted EBITDA has limitations as an analytical tool, and the Company's calculation thereof may not be comparable to that reported by other companies; accordingly, it should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. Adjusted EBITDA is a key metric used by management. Additionally, adjusted EBITDA is frequently used by analysts, investors and other interested parties to evaluate companies in our industry. Potbelly uses adjusted EBITDA alongside GAAP measures such as operating income (loss) and net income (loss) to measure profitability as a key profitability target in the Company's annual and other budgets. Potbelly also uses adjusted EBITDA to compare our performance against that of peer companies. Potbelly believes that adjusted EBITDA provides useful information in facilitating operating performance comparisons from period to period and company to company. A reconciliation of adjusted EBITDA to net income attributable to Potbelly Corporation is provided below:

	Fiscal Year Ended				
	December 30, 2018	December 31, 2017	December 25, 2016	December 27, 2015	December 28, 2014
	(\$ in thousands)				
<b>Net income (loss) attributable to Potbelly Corporation</b>	\$ (8,878)	\$ (6,956)	\$ 8,212	\$ 5,628	\$ 4,358
Depreciation expense	23,142	25,680	22,734	21,476	19,615
Interest expense	142	124	134	221	179
Income tax expense (benefit)	(2,195)	4,643	4,443	3,466	2,748
<b>EBITDA</b>	\$ 12,211	\$ 23,491	\$ 35,523	\$ 30,791	\$ 26,900
Impairment, loss on disposal of property and equipment, and closures (a)	15,603	11,659	4,265	4,006	3,885
Stock-based compensation (b)	2,882	3,848	3,057	2,399	2,542
CEO transition costs (c)	1,564	2,695	—	—	—
Proxy related costs(d)	810	—	—	—	—
Legal Settlements(e)	—	—	1,300	—	—
Restructuring costs(f)	1,920	—	—	—	—
<b>Adjusted EBITDA</b>	\$ 34,990	\$ 41,693	\$ 44,145	\$ 37,196	\$ 33,327

(a) This adjustment includes costs related to impairment of long-lived assets, loss on disposal of property and equipment and shop closure expenses. Shop closure expenses are recorded in general and administrative expenses in the consolidated statement of operations. Additionally, fiscal years 2014 and 2015 reflect costs associated with moving the Company's corporate headquarters.

(b) This adjustment includes non-cash stock-based compensation.

- (c) The Company incurred certain costs related to the transition between the current and former CEO in 2017 and 2018. Transition costs were included in general and administrative expenses in the consolidated statements of operations and were related to the accelerated vesting of share-based compensation awards, salary related charges in accordance with the former CEO's employment agreement, relocation related charges, and various other transition costs.
- (d) The Company incurred certain professional and other costs related to responding to proxy related actions taken by an activist stockholder. These costs were included in general and administrative expenses in the consolidated statements of operations.
- (e) For the fiscal year ended December 25, 2016, this adjustment relates to a legal expense incurred to establish an accrual related to a Fair Labor Standards Act claim.
- (f) The Company incurred certain restructuring costs that were included in general and administrative expenses in the consolidated statements of operations.

**ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion of the Company’s financial condition and results of operations should be read in conjunction with “Selected Financial Data” in Item 6 and the Company’s consolidated financial statements and the related notes to those statements included in Item 8. The discussion contains forward-looking statements involving risks, uncertainties and assumptions that could cause Potbelly results to differ materially from expectations. The Company’s actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those described in “Risk Factors” in Item 1A and elsewhere in this report.

**Overview**

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. 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.

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 and Values, and the foundation of everything we do. Our Vision is to create an experience people love to share. Our Mission is to help people love lunch again. 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.

Potbelly owns and operates Potbelly Sandwich Shop concepts in the United States. The Company also has domestic and international franchise operations of Potbelly Sandwich Shop concepts. Potbelly’s chief operating decision maker is our Chief Executive Officer. Based on how our Chief Executive Officer reviews financial performance and allocates resources on a recurring basis, the Company has one operating segment and one reportable segment.

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

	Company-Operated	Franchise-Operated			Total Company
		Domestic	International	Total	
Shops as of December 27, 2015	372	24	12	36	408
Shops opened	40	7	3	10	50
Shop purchased from franchisee	1	(1)	—	(1)	—
Shops closed	(2)	—	(2)	(2)	(4)
<b>Shops as of December 25, 2016</b>	<b>411</b>	<b>30</b>	<b>13</b>	<b>43</b>	<b>454</b>
Shops opened	34	12	4	16	50
Shops closed	(8)	(3)	(1)	(4)	(12)
<b>Shops as of December 31, 2017</b>	<b>437</b>	<b>39</b>	<b>16</b>	<b>55</b>	<b>492</b>
Shops opened	10	4	3	7	17
Shops closed	(10)	(2)	(11)	(13)	(23)
<b>Shops as of December 30, 2018</b>	<b>437</b>	<b>41</b>	<b>8</b>	<b>49</b>	<b>486</b>

**Fiscal Year**

Operating results are reported on a 52-week fiscal year calendar, with a 53-week year occurring every fifth or sixth year. Our fiscal year ends on the last Sunday of each calendar year. Fiscal year 2018 was a 52-week year, while 2017 was a 53-week year and 2016 was a 52-week year. The first three quarters of our fiscal year consist of 13 weeks and our fourth quarter consists of 13 weeks for 52-week fiscal years and 14 weeks for 53-week fiscal years.



## Outlook

Potbelly operates in a highly competitive segment of the restaurant industry. The Company competes with sandwich concepts that have significant scale and presence, as well as with the multitude of locally-owned sandwich shops. Additionally, Potbelly competes with many non-sandwich concepts that fall into the limited-service restaurants category. However, the Company believes that Potbelly will continue to succeed in the marketplace based on the combination of excellent product, people and place. The following competitive strengths provide a platform for the Company to achieve profitable growth:

- *Simple, Made-to-Order Food.* Our menu features items made from high quality ingredients, such as fresh vegetables, hearth-baked bread and all-natural, white meat chicken. Our sandwiches are made fresh to order, and many are based on the original recipes from 1977. They are served toasty warm on our signature multigrain or regular bread or on our multigrain Flats, all of which are delivered to our shops. Our generously sized cookies are baked fresh daily in each shop, and our hand-dipped shakes, malts and smoothies are made from real ingredients and come with our signature butter cookie on the straw. We believe our simple menu and freshly-made food offer ease of ordering and broad appeal and help us create loyal Potbelly fans that return again and again.
- *Differentiated Customer Experience That Delivers a Neighborhood Feel.* We strive to provide a positive customer experience that is driven by both our employees and the atmosphere of our shops. We look to hire employees that are outgoing people and train them to interact with our customers in a genuine way while providing fast service. Every Potbelly location strives to be “The Neighborhood Sandwich Shop,” creating devoted fans who tell others about their experience. We believe our shops are strongly integrated into the neighborhood through the use of local managers and locally-themed décor and engage with customers through initiatives such as fundraising for local causes and other promotions that cater to local interests. The unique Potbelly experience encourages repeat customer visits and drives increased sales.
- *Attractive Shop Economics.* Our shop model is designed to generate, and has generated, strong cash flow, attractive shop-level financial results and high returns on investment. Our ability to maintain margins and returns depends on a number of factors. For example, we face increasing labor and commodity costs, which we have partially offset by increasing menu prices. Although there is no guarantee that we will be able to maintain these returns, we believe our attractive shop economics support our ability to profitably grow our brand in new and existing markets.
- *Management Team with Substantial Operating Experience.* Our senior management team has extensive operating experience across disciplines in the restaurant and retail sectors, including store operations, marketing, human resources, innovation, real estate, franchise, supply chain and finance. This team has an average of 21 years of retail and restaurant experience, and many of our executives have experience at large public companies. In 2017, we hired our President and CEO, Alan Johnson. Alan has over 30 years of executive leadership experience across a variety of retail and restaurant organizations. We believe our experienced leadership team is a key driver of our success and positions us to execute our long-term growth strategy.
- *Distinct, Deep-Rooted Culture: The Potbelly Advantage.* We believe our culture is a key to our success. It is embodied in *The Potbelly Advantage*, which is an expression of our Vision, Mission and Values. *The Potbelly Advantage* is the written mission statement for our company that is shared with everyone who works at our company, from our top executives to shop associates. We believe such a mission statement serves as the foundation of everything we do. We believe *The Potbelly Advantage* allows us to deliver operational excellence and grow our business and our base of devoted Potbelly fans.

The Company believes the combination of these strengths provides a competitive advantage in the marketplace. Continuing to execute at a high level across all aspects of Potbelly’s business is imperative to realize the growth potential for Potbelly. Potbelly is confident in our strategies, our people and the opportunity to make Potbelly a global iconic brand.

## Key Performance Indicators

In assessing the performance of the Company’s business, Potbelly considers a variety of performance and financial measures. The key measures for determining how the business is performing are comparable store sales, shop-level profit margins, cash-on-cash returns and adjusted EBITDA.

### ***Company-Operated Comparable Store Sales***

Comparable store sales reflect the change in year-over-year sales for the comparable company-operated store base. Potbelly defines the comparable store base to include those shops open for 15 months or longer. As of the fiscal years ended December 30, 2018, December 31, 2017 and December 25, 2016, there were 416, 379 and 355 shops, respectively, in Potbelly's comparable company-operated store base. Comparable store sales growth can be generated by an increase in number of transactions and/or by increases in the average check amount resulting from a shift in menu mix and/or increase in price. This measure highlights performance of existing shops as the impact of new shop openings is excluded. Entrees are defined as sandwiches, salads and bowls of soup or mac and cheese.

### ***Number of Company-Operated Shop Openings***

The number of company-operated shop openings reflects the number of shops opened during a particular reporting period. Before Potbelly opens new shops, the Company incurs pre-opening costs, which are defined below. Often, new shops open with an initial start-up period of higher than normal sales volumes, which subsequently decrease to stabilized levels. While sales volumes are generally higher during the initial opening period, new shops typically experience normal inefficiencies in the form of higher cost of sales, labor and other direct operating expenses and as a result, shop-level profit margins are generally lower during the start-up period of operation. The average start-up period is 10 to 13 weeks. The number and timing of shop openings has had, and is expected to continue to have, an impact on the Company's results of operations.

### ***Shop-Level Profit Margin***

Shop-level profit margin is defined as net company-operated sandwich shop sales less company-operated sandwich shop operating expenses, including cost of goods sold, labor and related expenses, other operating expenses and occupancy expenses, as a percentage of net company-operated sandwich shop sales. Shop-level profit margin is not required by, or presented in accordance with GAAP. Potbelly believes shop-level profit margin is important in evaluating shop-level productivity, efficiency and performance.

### ***Adjusted EBITDA***

Potbelly defines adjusted EBITDA as net income before depreciation and amortization, interest expense and provision for income taxes, adjusted for the impact of the following items that the Company does not consider representative of ongoing operating performance: stock-based compensation expense, impairment and shop closure expenses, gain or loss on disposal of property and equipment, pre-opening expenses and CEO transition costs as well as other one-time, non-recurring charges. Potbelly believes that adjusted EBITDA is a more appropriate measure of operating performance, as it provides a clearer picture of operating results by eliminating expenses that are not reflective of underlying business performance.

### **Key Financial Definitions**

#### ***Revenues***

Potbelly generates revenue from net company-operated sandwich shop sales and franchise operations. Net company-operated shop sales consist of food and beverage sales, net of promotional allowances and employee meals. Company-operated shop sales are influenced by new shop openings, shop closures and comparable store sales. Franchise royalties and fees consist of an initial franchise fee, a franchise development agreement fee and royalty income from the franchisee.

#### ***Cost of Goods Sold, Excluding Depreciation***

Cost of goods sold consists primarily of food and beverage related costs. The components of cost of goods sold are variable in nature, change with sales volume, are influenced by menu mix and are subject to increases or decreases based on fluctuations in commodity costs.

#### ***Labor and Related Expenses***

Labor and related expenses include all shop-level management and hourly labor costs, including salaries, wages, benefits and performance incentives, labor taxes and other indirect labor costs.

#### ***Occupancy Expenses***

Occupancy expenses include fixed and variable portions of rent, common area maintenance and real estate taxes.

**Other Operating Expenses**

Other operating expenses include all other shop-level operating costs, the major components of which are credit card fees, operating supplies, utilities, repair and maintenance costs, shop-level marketing costs and musician expense.

**General and Administrative Expenses**

General and administrative expenses is comprised of expenses associated with corporate and administrative functions that support the development and operations of shops, including compensation and benefits, travel expenses, stock-based compensation costs, legal and professional fees, advertising costs, costs related to abandoned new shop development sites and other related corporate costs.

**Depreciation Expense**

Depreciation expense includes the depreciation of fixed assets and capitalized leasehold improvements.

**Pre-Opening Costs**

Pre-opening costs consist of costs incurred prior to opening a new shop and are made up primarily of travel, employee payroll and training costs incurred prior to the shop opening, as well as occupancy costs incurred from when we take site possession to shop opening. Shop pre-opening costs are expensed as incurred.

**Impairment and Loss on Disposal of Property and Equipment**

Potbelly reviews long-lived assets, such as property and equipment and intangibles, for impairment when events or circumstances indicate the carrying value of the assets may not be recoverable and records an impairment charge when appropriate. The impairment loss recognized is the excess of the carrying value of the asset over its fair value. Typically, the fair value of the asset is determined by estimating discounted future cash flows associated with the asset. Loss on disposal of property and equipment represents the net book value of property and equipment less proceeds received, if applicable, on assets abandoned or sold. These losses are related to normal disposals in the ordinary course of business, along with disposals related to shop closures and selected shop remodeling activities.

**Interest Expense**

Interest expense consists of interest on unused commitment fees and deferred financing fees.

**Non-controlling Interests**

Non-controlling interests represent non-controlling partners' share of the assets, liabilities and operations related to 7 joint venture investments. Potbelly has ownership interests ranging from 51-80% in these consolidated joint ventures.

## Results of Operations

### Fiscal Year 2018 (52 Weeks) Compared to Fiscal Year 2017 (53 Weeks)

The following table presents information comparing the components of net income for the periods indicated (dollars in thousands):

	Fiscal Year		Fiscal Year		Increase (Decrease)	Percent Change
	2018	% of Revenues	2017	% of Revenues		
<b>Revenues</b>						
Sandwich shop sales, net	\$ 419,426	99.2%	\$ 424,932	99.3%	\$ (5,506)	(1.3)%
Franchise royalties and fees	3,212	0.8	3,179	0.7	33	1.0
<b>Total revenues</b>	<b>422,638</b>	<b>100.0</b>	<b>428,111</b>	<b>100.0</b>	<b>(5,473)</b>	<b>(1.3)</b>
<b>Expenses</b>						
Sandwich shop operating expenses						
Cost of goods sold, excluding depreciation	111,083	26.3	113,426	26.5	(2,343)	(2.1)
Labor and related expenses	127,962	30.3	126,337	29.5	1,625	1.3
Occupancy expenses	59,789	14.1	58,562	13.7	1,227	2.1
Other operating expenses	50,363	11.9	49,209	11.5	1,154	2.3
General and administrative expenses						
Depreciation expense	23,142	5.5	25,680	6.0	(2,538)	(9.9)
Pre-opening costs	472	0.1	1,441	0.3	(969)	(67.2)
Impairment and loss on disposal of property and equipment	13,567	3.2	10,761	2.5	2,806	26.1
Total expenses	433,240	102.5	430,034	100.4	3,206	0.7
Loss from operations	(10,602)	(2.5)	(1,923)	(0.4)	(8,679)	>100
Interest expense	142	*	124	*	18	14.5
Loss before income taxes	(10,744)	(2.5)	(2,047)	(0.5)	(8,697)	>100
Income tax expense (benefit)	(2,195)	(0.5)	4,643	1.1	(6,838)	>(100)
Net loss	(8,549)	(2.0)	(6,690)	(1.6)	(1,859)	27.8
Net income attributable to non-controlling interests	329	*	266	*	63	23.7
<b>Net loss attributable to Potbelly Corporation</b>	<b>\$ (8,878)</b>	<b>(2.1)%</b>	<b>\$ (6,956)</b>	<b>(1.6)%</b>	<b>\$ (1,922)</b>	<b>27.6</b>

\* Amount is less than 0.1%

### Revenues

Revenues decreased by \$5.5 million, or 1.3%, to \$422.6 million for the fiscal year 2018, from \$428.1 million for the fiscal year 2017. This decrease was driven by a \$5.6 million, or 1.4%, decrease in sales from company-operated comparable store shops, a decrease in sales of \$9.1 million from shops that have closed and the impact of the additional week in fiscal 2017. These decreases were partially offset by increases in sales from shops not yet in our company-operated comparable store sales base and shops that opened in 2018. 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 \$2.3 million, or 2.1%, to \$111.1 million for the fiscal year 2018, compared to \$113.4 million for the fiscal year 2017, primarily due to a decrease in sales volume. As a percentage of revenues, cost of goods sold decreased to 26.3% for the fiscal year 2018, from 26.5% for the fiscal year 2017, primarily driven by certain menu price increases.

### ***Labor and Related Expenses***

Labor and related expenses increased by \$1.6 million, or 1.3%, to \$128.0 million for the fiscal year 2018, from \$126.3 million for the fiscal year 2017, primarily due to new shop openings and inflationary wage increases in certain states, which were partially offset by a decrease in expense from shops that have closed. As a percentage of revenues, labor and related expenses increased to 30.3% for the fiscal year 2018, from 29.5% for fiscal year 2017, primarily driven by inflationary wage increases and a decrease in company-operated comparable store shop revenue.

### ***Occupancy Expenses***

Occupancy expenses increased by \$1.2 million, or 2.1%, to \$59.8 million for the fiscal year 2018, from \$58.6 million for the fiscal year 2017, primarily due to new shop openings and an increase in rent expense, real estate taxes, 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 14.1% for the fiscal year 2018, from 13.7% for the fiscal year 2017, 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 \$1.2 million, or 2.3%, to \$50.4 million for the fiscal year 2018, from \$49.2 million for the fiscal year 2017. The increase was attributable to certain investments in off-premise and information technology as well as higher utility costs. This increase was partially offset by a decrease in local shop marketing expenses. As a percentage of revenues, other operating expenses increased to 11.9% for fiscal year 2018, from 11.5% for fiscal year 2017, primarily driven by a decrease in company-operated comparable store shop revenue, certain investments in off-premise and information technology and higher utility expenses.

### ***General and Administrative Expenses***

General and administrative expenses increased by \$2.2 million, or 5.0%, to \$46.9 million for the fiscal year 2018, from \$44.6 million for the fiscal year 2017. The increase was driven primarily by certain costs related to store closures, certain proxy-related legal costs, restructuring activities and advertising costs. These increases were partially offset by lower costs associated with our CEO transition and reductions to labor travel expenses. As a percentage of revenues, general and administrative expenses increased to 11.1% for the fiscal year 2018, from 10.4% for the fiscal year 2017, primarily due to costs related to store closures, certain proxy-related legal costs, restructuring activities and advertising costs. These increases were partially offset by lower costs associated with our CEO transition and lower labor and travel expenses.

### ***Depreciation Expense***

Depreciation expense decreased by \$2.5 million, or 9.9%, to \$23.1 million for the fiscal year 2018, from \$25.7 million for the fiscal year 2017, primarily due to a lower depreciable base related to closed shops and existing shop capital investments. As a percentage of revenues, depreciation decreased to 5.5% for the fiscal year 2018, from 6.0% for the fiscal year 2017, driven by a decrease in company-operated comparable store shop revenue and a lower depreciable base related to impaired and closed shops.

### ***Pre-Opening Costs***

Pre-opening costs decreased by \$1.0 million, or 67.2%, to \$0.5 million for the fiscal year 2018, from \$1.4 million for the fiscal year 2017.

### ***Impairment and Loss on Disposal of Property and Equipment***

Impairment and loss on disposal of property and equipment increased to \$13.6 million for fiscal year 2018, compared to \$10.8 million for fiscal year 2017. After performing a periodic review of the Company's shops during each fiscal quarter of 2018, it was determined that indicators of impairment were present for certain shops as a result of continued underperformance. The Company performed impairment analyses related to these shops and recorded impairment charges of \$13.6 million for the excess of the carrying amount recorded on the balance sheet over the shops' estimated fair value. The Company performs impairment analyses on a quarterly basis which involves significant judgment by management including estimates of future cash flows and future growth rates, among other assumptions. Based on the Company's 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 \$0.1 million for fiscal year 2018 and 2017.

## Income Tax Expense

Income tax expense decreased by \$6.8 million to a benefit of \$2.2 million for the fiscal year 2018, from an expense of \$4.6 million for the fiscal year 2017. This reduction in expense was attributable to 2018's write-down of deferred tax assets as a result of the Tax Cuts and Jobs Act of 2017 (the "Tax Act"), of which no similar change occurred in 2018, and a reduction in the discrete tax expense associated with ASU 2016-09-Stock Compensation partially offset by the change in federal statutory rates. The effective tax rate was a benefit of 20.4% for the fiscal year 2018, compared to an effective rate of 226.8% for the fiscal year 2017. The favorable change to the effective tax rate relates to the Tax Act, of which no similar change occurred in 2018, and a reduction in the discrete tax expense associated with ASU 2016-09-Stock Compensation, partially offset by the change in federal statutory rates.

## Results of Operations

### Fiscal Year 2017 (53 Weeks) Compared to Fiscal Year 2016 (52 Weeks)

The following table presents information comparing the components of net income for the periods indicated (dollars in thousands):

	Fiscal Year				Increase (Decrease)	Percent Change
	2017	% of Revenues	2016	% of Revenues		
<b>Revenues</b>						
Sandwich shop sales, net	\$ 424,932	99.3%	\$ 404,874	99.4%	\$ 20,058	5.0%
Franchise royalties and fees	3,179	0.7	2,257	0.6	922	40.9
<b>Total revenues</b>	<b>428,111</b>	<b>100.0</b>	<b>407,131</b>	<b>100.0</b>	<b>20,980</b>	<b>5.2</b>
<b>Expenses</b>						
Sandwich shop operating expenses						
Cost of goods sold, excluding depreciation	113,426	26.5	111,026	27.3	2,400	2.2
Labor and related expenses	126,337	29.5	117,838	28.9	8,499	7.2
Occupancy expenses	58,562	13.7	52,444	12.9	6,118	11.7
Other operating expenses	49,209	11.5	43,738	10.7	5,471	12.5
General and administrative expenses	44,618	10.4	40,411	9.9	4,207	10.4
Depreciation expense	25,680	6.0	22,734	5.6	2,946	13.0
Pre-opening costs	1,441	0.3	1,786	0.4	(345)	(19.3)
Impairment and loss on disposal of property and equipment	10,761	2.5	4,141	1.0	6,620	>100
Total expenses	430,034	100.4	394,118	96.8	35,916	9.1
Income from operations	(1,923)	(0.4)	13,013	3.2	(14,936)	>(100)
Interest expense	124	*	134	*	(10)	(7.5)
Income (loss) before income taxes	(2,047)	(0.5)	12,879	3.2	(14,926)	>(100)
Income tax expense	4,643	1.1	4,443	1.1	200	4.5
Net income (loss)	(6,690)	(1.6)	8,436	2.1	(15,126)	>(100)
Net income attributable to non-controlling interests	266	*	224	*	42	18.8
<b>Net income (loss) attributable to Potbelly Corporation</b>	<b>\$ (6,956)</b>	<b>(1.6)%</b>	<b>\$ 8,212</b>	<b>2.0%</b>	<b>\$ (15,168)</b>	<b>&gt;(100)</b>

\* Amount is less than 0.1%

## **Revenues**

Revenues increased by \$21.0 million, or 5.2%, to \$428.1 million for the fiscal year 2017, from \$407.1 million for the fiscal year 2016. The revenue growth was driven by an increase in sales of \$36.8 million from shops not yet in our company-operated comparable store sales base and an increase in sales of \$0.9 million from franchise royalties and fees. These increases were partially offset by a decrease in sales of \$9.3 million, or 2.4%, from company-operated comparable store shops and a decrease in sales of \$7.5 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.

In February 2017, the City of Chicago's Department of Aviation approved the award of the Midway International Airport dining concessions to a development group whose proposal did not include an extension of the Company's lease at the airport. The new development group took over the space of the Company's shop at Midway in May 2017. For the year ended December 25, 2016, the Midway shop represented approximately \$7.8 million in revenue and approximately \$2.0 million in income before income taxes.

## **Cost of Goods Sold**

Cost of goods sold increased by \$2.4 million, or 2.2%, to \$113.4 million for the fiscal year 2017, compared to \$111.0 million for the fiscal year 2016, primarily due to an increase in sales volume. As a percentage of revenues, cost of goods sold decreased to 26.5% for the fiscal year 2017, from 27.3% for the fiscal year 2016, primarily driven by certain menu price increases.

## **Labor and Related Expenses**

Labor and related expenses increased by \$8.5 million, or 7.2%, to \$126.3 million for the fiscal year 2017, from \$117.8 million for the fiscal year 2016, primarily due to new shop openings and inflationary wage increases in certain states, which were partially offset by a decrease in expense from shops that have closed and company-operated comparable store shops. As a percentage of revenues, labor and related expenses increased to 29.5% for the fiscal year 2017, from 28.9% for fiscal year 2016, primarily driven by a decrease in company-operated comparable store shop revenue.

## **Occupancy Expenses**

Occupancy expenses increased by \$6.1 million, or 11.7%, to \$58.6 million for the fiscal year 2017, from \$52.4 million for the fiscal year 2016, primarily due to new shop openings and an increase in rent expense, real estate taxes, 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 13.7% for the fiscal year 2017, from 12.9% for the fiscal year 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 \$5.5 million, or 12.5%, to \$49.2 million for the fiscal year 2017, from \$43.7 million for the fiscal year 2016. The increase was attributable to new shop openings as well as higher utility costs, information technology costs, credit card fees and marketing costs. As a percentage of revenues, other operating expenses increased to 11.5% for fiscal year 2017, from 10.7% for fiscal year 2016, primarily driven by a decrease in company-operated comparable store shop revenue, higher utility expenses, information technology costs, credit card fees and marketing costs.

## **General and Administrative Expenses**

General and administrative expenses increased by \$4.2 million, or 10.4%, to \$44.6 million for the fiscal year 2017, from \$40.4 million for the fiscal year 2016. The increase was driven primarily by CEO transition costs of \$2.7 million, consulting costs, store closure expenses and advertising costs. These increases were partially offset by lower legal expenses of \$1.5 million and lower performance-based incentive expenses. As a percentage of revenues, general and administrative expenses increased to 10.4% for the fiscal year 2017, from 9.9% for the fiscal year 2016, primarily due to CEO transition costs, consulting costs, store closure expenses and advertising costs. These increases were partially offset by lower legal expenses and performance-based incentive expenses.

### ***Depreciation Expense***

Depreciation expense increased by \$2.9 million, or 13.0%, to \$25.7 million for the fiscal year 2017, from \$22.7 million for the fiscal year 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 fiscal year 2016, which lowered the depreciable base. As a percentage of revenues, depreciation increased to 6.0% for the fiscal year 2017, from 5.6% for the fiscal year 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 fiscal year 2016, which lowered the depreciable base.

### ***Pre-Opening Costs***

Pre-opening costs decreased by \$0.3 million, or 19.3%, to \$1.4 million for the fiscal year 2017, from \$1.8 million for the fiscal year 2016.

### ***Impairment and Loss on Disposal of Property and Equipment***

Impairment and loss on disposal of property and equipment increased to \$10.8 million for fiscal year 2017, compared to \$4.1 million for fiscal year 2016. After performing a periodic review of the Company's shops during each fiscal quarter of 2017, it was determined that indicators of impairment were present for certain shops as a result of continued underperformance. The Company performed impairment analyses related to these shops and recorded impairment charges of \$10.6 million for the excess of the carrying amount recorded on the balance sheet over the shops' estimated fair value. The Company performs impairment analyses on a quarterly basis which involves significant judgment by management including estimates of future cash flows and future growth rates, among other assumptions. Based on the Company's 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 \$0.1 million for fiscal year 2017 and 2016.

### ***Income Tax Expense***

Income tax expense increased by \$0.2 million to \$4.6 million for the fiscal year 2017, from \$4.4 million for the fiscal year 2016. This increase was attributable to \$3.8 million of additional tax expense recorded related to the Tax Cuts and Jobs Act of 2017 (the "Tax Act"). See Note 7 to the Consolidated Financial Statements for additional information related to the Tax Act. Income tax expense in 2017 also included \$2.1 million of expense related to 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. These increases to tax expense were partially offset by lower pre-tax book income and certain tax benefits. The effective tax rate was (226.8)% for the fiscal year 2017, compared to 34.5% for the fiscal year 2016. The unfavorable change to the effective tax rate relates to the enactment of the Tax Act, which had an impact to the Company's tax rate of (189.2)% and the adoption of ASU 2016-09, which had an impact to the Company's tax rate of (103.2)%. These items were partially offset by favorable impacts to the Company's tax rate due to a lower pre-tax book income and certain tax benefits.



## Quarterly Results and Seasonality

The following table sets forth certain unaudited financial and operating data in each fiscal quarter during the fiscal year 2018 and 2017. The quarterly information includes all normal recurring adjustments that Potbelly considers necessary for the fair presentation of the information shown. This information should be read in conjunction with the Company's consolidated financial statements and the related notes to those statements included Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

	2018 Fiscal Quarters Ended (1)			
	April 1, 2018	July 1, 2018	September 30, 2018	December 30, 2018
	(unaudited; dollars in thousands)			
Total revenues	\$ 102,917	\$ 110,347	\$ 106,996	\$ 102,378
Income (loss) from operations	(2,630)	95	(2,697)	(5,370)
Net income (loss) attributable to Potbelly Corporation	(2,194)	(360)	(1,961)	(4,363)
Total company-operated shops (end of period)	438	436	435	437
Change in company-operated comparable store sales	(3.6)%	(0.2)%	(0.2)%	(1.7)%

	2017 Fiscal Quarters Ended (1)			
	March 26, 2017	June 25, 2017	September 24, 2017	December 31, 2017
	(unaudited; dollars in thousands)			
Total revenues	\$ 101,699	\$ 108,136	\$ 106,127	\$ 112,149
Income from operations	1,263	164	(574)	(2,776)
Net income attributable to Potbelly Corporation	683	(138)	(240)	(7,261)
Total company-operated shops (end of period)	413	424	426	437
Change in company-operated comparable store sales	(3.1)%	(4.9)%	(4.8)%	(2.4)%

Historically, customer spending patterns for company-operated shops are lowest in the first quarter of the year. Potbelly quarterly results have been and will continue to be affected by the timing of new shop openings and their associated pre-opening costs. As a result of these and other factors, Company financial results for any quarter may not be indicative of the results that may be achieved for a full fiscal year.

## Liquidity and Capital Resources

### General

Potbelly's on-going primary sources of liquidity and capital resources are cash provided from operating activities, existing cash and cash equivalents and the Company's credit facility. Potbelly's primary requirements for liquidity and capital are new shop openings, existing shop capital investments (maintenance and improvements), repurchases of Company common stock, lease obligations, purchases of existing franchise-operated shops, and working capital and general corporate needs. Potbelly's requirement for working capital is not significant since the Company's customers pay for their food and beverage purchases in cash or payment cards (credit or debit) at the time of sale. Thus, Potbelly is able to sell certain inventory items before the Company needs to pay its suppliers for such items. Company shops do not require significant inventories or receivables. Potbelly believes that these sources of liquidity and capital will be sufficient to finance the Company's 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):

	Fiscal Year		
	2018	2017	2016
Operating activities	\$ 30,988	\$ 41,819	\$ 45,969
Investing activities	(21,395)	(34,684)	(37,820)
Financing activities	(15,348)	(4,984)	(16,776)
Net increase (decrease) in cash	\$ (5,755)	\$ 2,151	\$ (8,627)

### Operating Activities

Net cash provided by operating activities decreased to \$31.0 million for the fiscal year 2018, from \$41.9 million for the fiscal year 2017. The \$10.9 million decrease is primarily driven by an increase in loss from operations.

Net cash provided by operating activities decreased to \$41.8 million for the fiscal year 2017, from \$46.0 million for the fiscal year 2016. The \$4.2 million decrease is 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 \$15.2 million in net income.

### ***Investing Activities***

Net cash used in investing activities decreased to \$21.4 million for the fiscal year 2018, from \$34.7 million for the fiscal year 2017. The decrease was primarily due to construction costs for 10 new company-operated shops opened for the fiscal year 2018 compared to construction costs for 34 new company-operated shops opened for the fiscal year 2017 as well as capital expenditures for future shop openings.

Net cash used in investing activities decreased to \$34.7 million for the fiscal year 2017, from \$37.8 million for the fiscal year 2016. The decrease was primarily due to construction costs for 34 new company-operated shops opened for the fiscal year 2017, compared to 40 new company-operated shops opened for the fiscal year 2016 as well as capital expenditures for future shop openings. In addition, in April 2016, Potbelly purchased a franchise shop, converting it into a company-operated shop at a cost of \$1.1 million.

### ***Financing Activities***

Net cash used in financing activities increased to \$15.3 million for the fiscal year 2018, from \$5.0 million for the fiscal year 2017. The increase in net cash used was mainly driven by \$22.9 million of treasury stock repurchased during the fiscal year 2018 compared to \$12.9 million during the fiscal year 2017.

Net cash used in financing activities decreased to \$5.0 million for the fiscal year 2017, from \$16.8 million for the fiscal year 2016. The decrease in net cash used was mainly driven by \$12.9 million of treasury stock repurchased during the fiscal year 2017 compared to \$22.3 million during the fiscal year 2016. Additionally, Potbelly received \$8.5 million in proceeds from the exercise of stock options and warrants for the fiscal year 2017 compared to \$6.2 million for the fiscal year 2016.

### **Stock Repurchase Program**

On May 8, 2018, the Company announced that its Board of Directors authorized a stock repurchase program for up to \$65.0 million of its outstanding common stock, replacing the Company's previous \$30.0 million share repurchase program. 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. The number of common shares actually repurchased, and the timing and price of repurchases, will depend upon market conditions, Securities and Exchange Commission requirements and other factors. Purchases may be started or stopped at any time without prior notice depending on market conditions and other factors. During fiscal year 2018, the Company repurchased 1,948,245 shares of common stock for approximately \$22.9 million under the new stock repurchase program and had repurchased 5,000 shares of its common stock for approximately \$0.1 million under the previous share repurchase program, including cost and commission, in open market transactions. At December 30, 2018, the remaining dollar value of authorization under the share repurchase program was \$42.1 million, which does not include commission.

### **Credit Facility**

On December 9, 2015, Potbelly 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 the Company's 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 the Company's consolidated total leverage ratio. On the last day of each calendar quarter, Potbelly is 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 Potbelly's 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 the Company may make. As of December 30, 2018, the Company had no amounts outstanding under the credit facility.

### **Off-Balance Sheet Arrangements**

As of December 30, 2018, the Company does 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.

## Contractual Obligations

The following table presents contractual obligations and commercial commitments as of December 30, 2018 (in thousands):

	Payments Due By Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases (a)	\$ 341,351	\$ 47,918	\$ 87,325	\$ 67,180	\$ 138,928
Capital leases	35	35	—	—	—
Total	<u>\$ 341,386</u>	<u>\$ 47,953</u>	<u>\$ 87,325</u>	<u>\$ 67,180</u>	<u>\$ 138,928</u>

(a) Includes base lease terms and certain optional renewal periods that are included in the lease term. Certain of these options are subject to escalation based on various market-based factors.

## Impact of Inflation

Potbelly's profitability is dependent, among other things, on the Company's ability to anticipate and react to changes in the costs of key operating resources, including food and beverages, labor, energy and other services. Substantial increases in costs and expenses could impact the Company's operating results to the extent such increases cannot be passed along to the customers. Apart from the commodity effects discussed above, in general, Potbelly has been able to substantially offset shop and operating cost increases resulting from inflation by altering the menu items, increasing menu prices, making productivity improvements or other adjustments. However, certain areas of costs, notably labor and utilities, can be significantly volatile or subject to significant changes due to changes in laws or regulations, such as the minimum wage laws. There can be no assurance that Potbelly will generate increases in comparable store sales in amounts sufficient to offset inflationary or other cost pressures.

## Critical Accounting Policies and Estimates

Potbelly's discussion and analysis of the financial condition and results of operations are based on Potbelly's 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. Actual results could differ from those estimates. Critical accounting policies are those that management believes are both most important to the portrayal of Potbelly's 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. The Company bases its 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. Potbelly's significant accounting policies can be found in Note 2 to the consolidated financial statements in Item 8. Potbelly considers the following policies to be the most critical in understanding the judgments that are involved in preparing the Company's consolidated financial statements.

## Impairment of Long-Lived Assets and Disposal of Property and Equipment

Potbelly assess potential impairments to 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 together 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 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 is 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. Potbelly used a weighted average cost of capital to discount the future cash flows. A 100 basis point change in weighted average cost of capital would not have a material impact on the calculation of an impairment charge. After performing a periodic review of Company shops as of December 30, 2018, December 31, 2017 and December 25, 2016, it was determined that indicators of impairment were present for certain shops as a result of continued underperformance of shop profitability. The Company recorded an impairment charge of \$13.4 million, \$10.6 million and \$4.0 million for the fiscal years 2018, 2017 and 2016, respectively, which is included in impairment and loss on disposal of property and equipment in the consolidated statements of operations. Based on the Company's current projections, no impairment, beyond what has already been recorded, has been identified. Given the current challenges facing the industry and our business, future evaluations could result in additional material impairment charges.

## ***Income Taxes***

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are attributable to differences between amounts recorded in our financial statements and our income tax returns. Deferred tax assets, net of any valuation allowances, represent the future tax return consequences of those differences and for operating loss and tax credit carryforwards, which will be deductible when the assets are recovered. Deferred tax assets are reduced by a valuation allowance if it is deemed more likely than not that some or all of the deferred tax assets will not be realized. In assessing the realizability of deferred tax assets, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and results of recent operations. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. As of December 30, 2018 and December 31, 2017, the Company has no valuation allowances recorded based on management's assessment of the amount of its deferred tax assets that are more likely than not to be realized. Net deferred tax assets are \$13.4 million and \$11.2 million as of December 30, 2018 and December 31, 2017. The company continues to monitor its operating performance and evaluate the likelihood of the future realization of these deferred tax assets. If actual operating results differ from our projections, or if future shop impairment charges are significant, a valuation allowance may be necessary.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### ***Interest Rate Risk***

Potbelly is subject to interest rate risk in connection with borrowings under the credit facility, which bears interest at variable rates. As of December 30, 2018, the Company had no amounts outstanding under the credit facility. A 100 basis point change in the interest rate would not have a material impact on the Company's financial condition or results of operations. Potbelly did not have any material exposure to interest rate market risks for fiscal year 2018.

### ***Commodity Price Risk***

Potbelly is also exposed to commodity price risks. Many of the food products the Company purchases are subject to changes in the price and availability of food commodities, including among other things beef, poultry, grains, dairy and produce. Prices may be affected due to market changes, increased competition, the general risk of inflation, shortages or interruptions in supply due to weather, disease or other conditions beyond our control, or other reasons. Potbelly works with its suppliers and uses a mix of forward pricing protocols for certain items under which the Company agrees with suppliers on fixed prices for deliveries at some time in the future, fixed pricing protocols under which the Company agrees on a fixed price with the supplier for the duration of that protocol and formula pricing protocols under which the prices Potbelly pays are based on a specified formula related to the prices of the goods, such as spot prices. Potbelly's use of any forward pricing arrangements varies substantially from time to time and these arrangements tend to cover relatively short periods (i.e., typically twelve months or less). The Company does not enter into futures contracts or other derivative instruments. Increased prices or shortages could generally affect the cost and quality of the items Potbelly buys or may require us to further raise prices or limit the Company's menu options. These events, combined with other general economic and demographic conditions, could impact Potbelly's pricing and negatively affect the Company's sales and profit margins.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of Potbelly Corporation and subsidiaries  
Chicago, Illinois

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Potbelly Corporation and subsidiaries (the "Company") as of December 30, 2018 and December 31, 2017, and the related consolidated statements of operations, equity, and cash flows for each of the three years in the period ended December 30, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 30, 2018 and December 31, 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 30, 2018, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 30, 2018, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2019, expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Deloitte & Touche LLP  
Chicago, Illinois

February 28, 2019

We have served as the Company's auditor since 2005.

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

	December 30, 2018	December 31, 2017
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 19,775	\$ 25,530
Accounts receivable, net of allowances of \$113 and \$129 as of December 30, 2018 and December 31, 2017, respectively	4,737	5,087
Inventories	3,482	3,525
Prepaid expenses and other current assets	11,426	11,061
<b>Total current assets</b>	<u>39,420</u>	<u>45,203</u>
Property and equipment, net	87,782	103,859
Indefinite-lived intangible assets	3,404	3,404
Goodwill	2,222	2,222
Deferred income taxes, non-current	13,385	11,202
Deferred expenses, net and other assets	7,002	4,840
<b>Total assets</b>	<u>\$ 153,215</u>	<u>\$ 170,730</u>
<b>Liabilities and Equity</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 3,835	\$ 3,903
Accrued expenses	25,029	23,273
Accrued income taxes	162	176
<b>Total current liabilities</b>	<u>29,026</u>	<u>27,352</u>
Deferred rent and landlord allowances	22,905	22,987
Other long-term liabilities	5,751	3,153
<b>Total liabilities</b>	<u>57,682</u>	<u>53,492</u>
<b>Stockholders' equity</b>		
Common stock, \$0.01 par value—authorized 200,000,000 shares; outstanding 24,142,586 and 24,999,688 shares as of December 30, 2018 and December 31, 2017, respectively	330	318
Additional paid-in-capital	432,771	421,657
Treasury stock, held at cost, 8,801,154 and 6,831,508 shares as of December 30, 2018, and December 31, 2017, respectively	(108,372)	(85,262)
Accumulated deficit	(229,558)	(219,990)
Total stockholders' equity	95,171	116,723
Non-controlling interest	362	515
<b>Total stockholders' equity</b>	<u>95,533</u>	<u>117,238</u>
<b>Total liabilities and equity</b>	<u>\$ 153,215</u>	<u>\$ 170,730</u>

*See accompanying notes to the consolidated financial statements.*

**Potbelly Corporation and Subsidiaries**  
**Consolidated Statements of Operations**  
(amounts in thousands, except share and per share data)

	Fiscal Year		
	2018	2017	2016
<b>Revenues</b>			
Sandwich shop sales, net	\$ 419,426	\$ 424,932	\$ 404,874
Franchise royalties and fees	3,212	3,179	2,257
<b>Total revenues</b>	<u>422,638</u>	<u>428,111</u>	<u>407,131</u>
<b>Expenses</b>			
Sandwich shop operating expenses			
Cost of goods sold, excluding depreciation	111,083	113,426	111,026
Labor and related expenses	127,962	126,337	117,838
Occupancy expenses	59,789	58,562	52,444
Other operating expenses	50,363	49,209	43,738
General and administrative expenses	46,862	44,618	40,411
Depreciation expense	23,142	25,680	22,734
Pre-opening costs	472	1,441	1,786
Impairment and loss on disposal of property and equipment	13,567	10,761	4,141
Total expenses	<u>433,240</u>	<u>430,034</u>	<u>394,118</u>
Income (loss) from operations	(10,602)	(1,923)	13,013
Interest expense	142	124	134
Income (loss) before income taxes	(10,744)	(2,047)	12,879
Income tax expense (benefit)	(2,195)	4,643	4,443
Net income (loss)	(8,549)	(6,690)	8,436
Net income attributable to non-controlling interest	329	266	224
<b>Net income (loss) attributable to Potbelly Corporation</b>	<u>\$ (8,878)</u>	<u>\$ (6,956)</u>	<u>\$ 8,212</u>
<b>Net income (loss) per common share attributable to common stockholders:</b>			
Basic	\$ (0.35)	\$ (0.28)	\$ 0.32
Diluted	\$ (0.35)	\$ (0.28)	\$ 0.31
<b>Weighted average shares outstanding:</b>			
Basic	25,173,171	25,045,427	25,623,809
Diluted	25,173,171	25,045,427	26,231,367

*See accompanying notes to the consolidated financial statements.*



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

	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 (loss)	—	—	—	—	—	8,212	224	8,436
Stock-based compensation plans	554,368	6	—	—	5,770	—	—	5,776
Excess tax benefits associated with exercise of stock options	—	—	—	—	(663)	—	—	(663)
Repurchases of common stock	(1,719,502)	—	(22,321)	—	—	—	—	(22,321)
Distributions to non-controlling interest	—	—	—	—	—	—	(413)	(413)
Contributions from non-controlling interest	—	—	—	—	—	—	151	151
Amortization of stock-based compensation	—	—	—	—	3,057	—	—	3,057
<b>Balance at December 25, 2016</b>	<b>25,139,127</b>	<b>\$ 309</b>	<b>\$ (72,321)</b>	<b>\$ 909</b>	<b>\$ 407,622</b>	<b>\$ (213,034)</b>	<b>\$ 751</b>	<b>\$ 124,236</b>
Net income (loss)	—	—	—	—	—	(6,956)	266	(6,690)
Stock-based compensation plans	696,953	7	—	—	6,480	—	—	6,487
Exercise of stock warrants	241,704	2	—	(909)	2,879	—	—	1,972
Repurchases of common stock	(1,078,096)	—	(12,941)	—	—	—	—	(12,941)
Distributions to non-controlling interest	—	—	—	—	—	—	(513)	(513)
Contributions from non-controlling interest	—	—	—	—	—	—	11	11
Amortization of stock-based compensation	—	—	—	—	4,676	—	—	4,676
<b>Balance at December 31, 2017</b>	<b>24,999,688</b>	<b>\$ 318</b>	<b>\$ (85,262)</b>	<b>\$ —</b>	<b>\$ 421,657</b>	<b>\$ (219,990)</b>	<b>\$ 515</b>	<b>\$ 117,238</b>
Net income (loss)	—	—	—	—	—	(8,878)	329	(8,549)
Cumulative impact of Topic 606 at 1/1/2018	—	—	—	—	—	(690)	—	(690)
Stock-based compensation plans	1,112,544	12	—	—	8,232	—	—	8,244
Repurchases of common stock	(1,953,245)	—	(22,916)	—	—	—	—	(22,916)
Distributions to non-controlling interest	—	—	—	—	—	—	(580)	(580)
Contributions from non-controlling interest	—	—	—	—	—	—	98	98
Treasury shares used for stock-based plans	(16,401)	—	(194)	—	—	—	—	(194)
Amortization of stock-based compensation	—	—	—	—	2,882	—	—	2,882
<b>Balance at December 30, 2018</b>	<b>24,142,586</b>	<b>\$ 330</b>	<b>\$ (108,372)</b>	<b>\$ —</b>	<b>\$ 432,771</b>	<b>\$ (229,558)</b>	<b>\$ 362</b>	<b>\$ 95,533</b>

*See accompanying notes to the consolidated financial statements.*

**Potbelly Corporation and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
(amounts in thousands)

	Fiscal Year		
	2018	2017	2016
<b>Cash flows from operating activities:</b>			
Net income (loss)	\$ (8,549)	\$ (6,690)	\$ 8,436
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	23,142	25,680	22,734
Deferred income tax	(3,016)	6,096	(1,659)
Deferred rent and landlord allowances	(82)	1,911	3,256
Amortization of stock-based compensation	2,882	4,676	3,057
Excess tax deficiency (benefit) from stock-based compensation	1,089	2,112	(31)
Asset impairment, store closure and disposal of property and equipment	13,762	10,947	4,243
Amortization of debt issuance costs	37	37	34
Changes in operating assets and liabilities:			
Accounts receivable, net	100	(650)	674
Inventories	43	(160)	(188)
Prepaid expenses and other assets	(694)	(3,190)	3,204
Accounts payable	177	286	(1,899)
Accrued and other liabilities	2,097	764	4,108
<b>Net cash provided by operating activities</b>	<b>30,988</b>	<b>41,819</b>	<b>45,969</b>
<b>Cash flows from investing activities:</b>			
Acquisition of franchise shop	—	—	(1,108)
Purchases of property and equipment	(21,395)	(34,684)	(36,712)
<b>Net cash used in investing activities</b>	<b>(21,395)</b>	<b>(34,684)</b>	<b>(37,820)</b>
<b>Cash flows from financing activities:</b>			
Proceeds from exercise of stock options	8,244	6,487	5,776
Proceeds from exercise of stock warrants	—	1,972	—
Excess tax benefit from stock-based compensation	—	—	31
Employee taxes on certain stock-based payment arrangements	(194)	—	—
Treasury stock repurchase	(22,916)	(12,941)	(22,321)
Contributions from non-controlling interest	98	11	151
Distributions to non-controlling interest	(580)	(513)	(413)
<b>Net cash used in financing activities</b>	<b>(15,348)</b>	<b>(4,984)</b>	<b>(16,776)</b>
Net increase (decrease) in cash and cash equivalents	(5,755)	2,151	(8,627)
Cash and cash equivalents at beginning of period	25,530	23,379	32,006
Cash and cash equivalents at end of period	<u>\$ 19,775</u>	<u>\$ 25,530</u>	<u>\$ 23,379</u>
<b>Supplemental cash flow information:</b>			
Income taxes paid	\$ 250	\$ 1,656	\$ 3,663
Interest paid	110	94	108
<b>Supplemental non-cash investing and financing activities:</b>			
Unpaid liability for purchases of property and equipment	\$ 751	\$ 1,741	\$ 2,727

*See accompanying notes to the consolidated financial statements.*

## POTBELLY CORPORATION AND SUBSIDIARIES

### Notes to the Consolidated Financial Statements

#### **(1) Organization and Other Matters**

##### *Business*

Potbelly Corporation (the “Company” or “Potbelly”), through its wholly owned subsidiaries, owns or operates more than 400 company-owned shops in the United States. Additionally, Potbelly franchisees operate approximately 50 shops domestically, and international shops in the Middle East, Canada and India.

#### **(2) Summary of Significant Accounting Policies**

##### **(a) Principles of Consolidation**

The 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 six joint ventures, collectively, the “Company.” All 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 seven joint venture investments. The Company has ownership interests ranging from 51-80% in these consolidated joint ventures.

The Company does not have any components of other comprehensive income (loss) recorded within its consolidated financial statements, and, therefore, does not separately present a statement of comprehensive income (loss) in its consolidated financial statements.

##### **(b) Reporting Period**

The Company uses a 52/53-week fiscal year that ends on the last Sunday of the calendar year. Approximately every five or six years a 53rd week is added. Fiscal years 2018, 2017 and 2016 consisted of 52, 53 and 52 weeks, respectively.

##### **(c) Segment Reporting**

The Company owns and operates Potbelly Sandwich Shops concepts in the United States. The Company also has domestic and international franchise operations of Potbelly Sandwich Shops concepts. The Company’s chief operating decision maker (the “CODM”) is its Chief Executive Officer. As the CODM reviews financial performance and allocates resources at a consolidated level on a recurring basis, the Company has one operating segment and one reportable segment.

##### **(d) Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America (“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.

##### **(e) Fair Value Measurements**

The Company applies fair value accounting for all financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities that are required to be recorded at fair value, the Company assumes the highest and best use of the asset by market participants in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as inherent risk, transfer restrictions, and credit risk.

## Notes to the Consolidated Financial Statements

The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels, and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Observable inputs other than quoted prices in active markets for identical assets or liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 — Inputs that are both unobservable and significant to the overall fair value measurement reflect an entity's estimates of assumptions that market participants would use in pricing the asset or liability.

**(f) Financial Instruments**

The Company records all financial instruments at cost, which is the fair value at the date of transaction. The amounts reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable and all other current liabilities approximate their fair value because of the short-term maturities of these instruments.

**(g) Cash and Cash Equivalents**

The Company considers all highly liquid investment instruments with an original maturity of three months or less when purchased to be cash equivalents. The Company maintains its cash in bank deposit accounts that, at times, may exceed federally insured limits; however, the Company has not experienced any losses in these accounts. The Company believes it is not exposed to any significant credit risk. These are valued within the fair value hierarchy as Level 1 measurements.

**(h) Accounts Receivable, net**

Accounts receivable, net consists of credit card receivables, amounts owed from vendors and miscellaneous receivables. The Company had credit card receivables of \$2.0 million and \$1.9 million as of December 30, 2018 and December 31, 2017, respectively.

**(i) Inventories**

Inventories, which consist of food products, paper goods and supplies, and promotional items, are valued at the lower of cost (first-in, first-out) or market. No adjustment is deemed necessary to reduce inventory to the lower of cost or market value due to the rapid turnover and high utilization of inventory.

**(j) Property and Equipment**

Property and equipment acquired is recorded at cost less accumulated depreciation. Property and equipment is depreciated based on the straight-line method over the estimated useful lives, generally ranging from three to five years for furniture and fixtures, computer equipment, computer software, and machinery and equipment. Leasehold improvements are depreciated over the shorter of their estimated useful lives or the related lease life, generally 10 to 15 years. For leases with renewal periods at the Company's option, the Company determines the expected lease period based on whether the renewal of any options are reasonably assured at the inception of the lease.

Direct costs and expenditures for refurbishments and improvements that significantly add to the productive capacity or extend the useful life of an asset are capitalized, whereas the costs of repairs and maintenance are expensed when incurred. Capitalized costs are recorded as part of the asset to which they relate, primarily to leasehold improvements, and such costs are amortized over the asset's useful life. When assets are retired or sold, the asset cost and related accumulated depreciation are removed from the consolidated balance sheet and any gain or loss is recorded in the consolidated statement of operations.

## Notes to the Consolidated Financial Statements

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 is 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. The Company used a weighted average cost of capital to discount the future cash flows. After performing periodic reviews of the company-operated shops during each quarter of 2018, 2017 and 2016, 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 impairment charges of \$13.4 million, \$10.6 million and \$4.0 million for the fiscal years 2018, 2017 and 2016, respectively.

**(k) Intangible Assets**

The Company reviews indefinite-lived intangible assets, which includes goodwill and tradenames, annually at fiscal year-end for impairment or more frequently if events or circumstances indicate that the carrying value may not be recoverable. An impaired asset is written down to its estimated fair value based on the most recent information available. The Company assesses the fair values of its intangible assets, and its reporting unit for goodwill testing purposes, using an income-based approach. Under the income approach, fair value is based on the present value of estimated future cash flows. The income approach is dependent on a number of factors, including forecasted revenues and expenses, appropriate discount rates and other variables. The annual impairment review utilizes the estimated fair value of the intangible assets and the overall reporting unit and compares the estimated fair values to the carrying values as of the testing date. If the carrying value of these intangible assets or the reporting unit exceeds the fair values, the Company would then use the fair values to measure the amount of any required impairment charge. No impairment charge was recognized for intangible assets for any of the fiscal periods presented.

**(l) Pre-opening Costs**

Pre-opening costs consist of costs incurred prior to opening a new shop and are made up primarily of travel, employee payroll and training costs incurred prior to the shop opening, as well as occupancy costs incurred from when the Company takes site possession to shop opening. Shop pre-opening costs are expensed as incurred.

**(m) Advertising Expenses**

Advertising costs are expensed as incurred and are included in general and administrative expenses in the consolidated statements of operations. Advertising expenses were \$4.3 million, \$3.4 million and \$3.0 million in fiscal years 2018, 2017 and 2016, respectively.

**(n) Income Taxes**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are attributed to differences between financial statement and income tax reporting. Deferred tax assets, net of any valuation allowances, represent the future tax return consequences of those differences and for operating loss and tax credit carryforwards, which will be deductible when the assets are recovered. Deferred tax assets are reduced by a valuation allowance if it is deemed more likely than not that some or all of the deferred tax assets will not be realized. In making this assessment of realizability of deferred tax assets, the Company considers all positive and negative evidence as to whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. The Company considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Deferred tax liabilities are recognized for temporary differences that will be taxable in future years' tax returns.

## Notes to the Consolidated Financial Statements

The Company accounts for uncertain tax positions under current accounting guidance, which prescribes a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. The minimum threshold is defined as a tax position that is more likely than not to be sustained upon examination by tax authorities, based on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement.

**(o) Stock-Based Compensation**

The Company has granted stock options under its 2001 Equity Incentive Plan (the “2001 Plan”), 2004 Equity Incentive Plan (the “2004 Plan”) and 2013 Long-Term Incentive Plan, as amended (the “2013 Plan” and together with the 2004 Plan and 2001 Plan, the “Plans”) and restricted stock units (“RSUs”) under its 2013 Plan. The Plans permit the granting of awards to employees and non-employee officers, consultants, agents, and independent contractors of the Company in the form of stock appreciation rights, stock awards and units, and stock options. The Plans give broad powers to the Company’s board of directors to administer and interpret the Plans, including the authority to select the individuals to be granted options and rights and to prescribe the particular form and conditions of each option to be granted. In September 2011, the 2001 Plan expired with options outstanding under the plan still available for exercise. On July 31, 2013, the Company’s board of directors approved the adoption of the 2013 Plan, which replaced the 2004 Plan in conjunction with the Company’s IPO. Upon approval of the 2013 Plan, the Company no longer issued awards under the 2004 Plan. The 2004 Plan expired in February 2014, but will continue to govern outstanding awards granted prior to its termination.

The Company accounts for its stock-based compensation in accordance with Accounting Standards Codification (“ASC”) 718, *Stock Based Compensation*. For employees, the Company records stock compensation expense on a straight-line basis over the vesting period based on the grant-date fair value of the awards, which is determined using the Black-Scholes option pricing valuation model for stock options and the quoted share price of Potbelly’s common stock on the date of grant for RSUs. For the Company’s non-employee directors, the Company records stock compensation expense on the grant date of the RSUs.

**(p) Leases**

The Company leases retail shops, warehouse and office space under operating leases. Most lease agreements contain tenant improvement allowances, rent holidays, lease premiums, rent escalation clauses, and/or contingent rent provisions. For purposes of recognizing incentives, premiums, and minimum rental expenses on a straight-line basis over the terms of the leases, the Company uses the date it takes possession of the leased space for construction purposes as the beginning of the term, which is generally two to three months prior to a shop’s opening date. For leases with renewal periods at the Company’s option, the Company determines the expected lease period based on whether the renewal of any options are reasonably assured at the inception of the lease. In addition to rental expense, certain leases require the Company to pay a portion of real estate taxes, utilities, building operating expenses, insurance and other charges in addition to rent.

For tenant improvement allowances, rent escalations, and rent holidays, the Company records a deferred rent liability in its consolidated balance sheets and amortizes the deferred rent over the terms of the leases as reductions to occupancy expense in the consolidated statements of operations.

**(q) Revenue Recognition**

Revenue from retail shops is presented net of discounts and recognized when food and beverage products are sold. Sales taxes collected from customers are excluded from revenues and the obligation is included in accrued liabilities until the taxes are remitted to the appropriate taxing authorities. The company adopted ASC 606 as January 1, 2018 using the modified retrospective method applied to contracts that were not completed as of the date of adoption.

Potbelly sells gift cards to customers, records the sale as a contract liability and recognizes the associated revenue as the gift card is redeemed. A portion of these gift cards are not redeemed by the customer, which is recognized by the Company as revenue as a percentage of customers gift card redemptions. The expected breakage amount recognized is determined by a historical data analysis on gift card redemption patterns. The Company recognized gift card breakage income of \$312 thousand, \$396 thousand and \$254 thousand for the fiscal years ended 2018, 2017 and 2016, respectively, which is recorded within other operating expenses in the consolidated statements of operations.

## Notes to the Consolidated Financial Statements

The Company earns an initial franchise fee, a franchise development agreement fee and ongoing royalty fees under the Company's franchise agreements. Prior to 2018, initial franchise fees were recognized as revenue when the shop opened. These franchise fees are considered highly dependent upon and interrelated with the franchise right granted in the franchise agreement. As such, these franchise fees are recognized over the contractual term of the franchise agreement. Under the new method, the Company recognized franchise fee revenue of 0.8 million in fiscal year 2018. Under the previous method, the Company recognized franchise fee revenue of \$0.7 million and \$0.4 million in fiscal year 2017 and 2016, respectively. The Company records a contract liability for the unearned portion of the upfront franchise payments. The Company has deferred revenue related to initial franchise fees of \$1.2 million and \$0.7 million included in accrued expenses as of December 30, 2018 and December 31, 2017, respectively. Franchise development agreement fees represent the exclusivity rights for a geographical area paid by a third party to develop Potbelly shops for a certain period of time. Franchise development agreement fee payments received by the Company are recorded as deferred revenue in the consolidated balance sheet and amortized over the life of the franchise development agreement. The Company had deferred revenue related to franchise development agreement fees of \$0.7 million and \$0.5 million recorded in accrued expenses as of December 30, 2018 and December 31, 2017, respectively. Royalty fees are based on a percentage of sales and are recorded as revenue as the fees are earned and become receivable from the franchisee. The Company recognized royalty fees revenue of \$2.4 million, \$2.5 million and \$1.9 million for fiscal years 2018, 2017, and 2016, respectively.

**(r) Recent Accounting Pronouncements**

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). In addition, the FASB issued ASU 2016-08, ASU 2016-10, ASU 2016-12, ASU 2016-20, ASU 2017-13 and ASU 2017-14 in March 2016, April 2016, May 2016, December 2016, September 2017 and November 2017, respectively, to help provide interpretive clarifications on the new guidance in Accounting Standards Codification (ASC) Topic 606. Potbelly adopted the standard effective January 1, 2018 using the modified retrospective method applied to contracts that were not completed as of the date of adoption. The adoption does not have a material impact on sandwich shop sales, but impacted the recognition of 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 historically was recognized as revenue when the shop opened. Under the new guidance, these franchise fees are considered highly dependent upon and interrelated with the franchise right granted in the franchise agreement. As such, these franchise fees are recognized over the contractual term of the franchise agreement. Effective for the annual period beginning January 1, 2018, initial franchise fees are recognized as revenue over the contractual term. 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 were not redeemed by the customer ("breakage") and Potbelly would recognize breakage two years after the period of sale. Effective for the annual period beginning January 1, 2018, expected breakage is recognized as customers redeem the gift cards. Upon adoption of the standard, Potbelly's accumulated deficit increased by \$0.7 million (net of tax). The franchise revenue adjustment impacted accrued expenses, other long-term liabilities and deferred income taxes. The breakage adjustment impacted accrued expenses and deferred income taxes. Revenue recognized in the fiscal year 2018 was \$0.1 million higher than it would have been under the previous methodology.

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 will recognize interest expense and amortization of the right-of-use asset and for operating leases, the lessee will recognize expense on a straight-line basis. The pronouncement is effective for fiscal years beginning after December 15, 2018, including annual and interim periods thereafter. We have elected the optional transition method to apply the standard as of the effective date and therefore, we will not apply the standard to the comparative periods presented in our financial statements. On the date of adoption, we will recognize a cumulative-effect adjustment in retained earnings due to impairment of certain right-of-use assets as of the effective date. We will elect the transition package of three practical expedients permitted within the standard, which eliminates the requirements to reassess prior conclusions about lease identification, lease classification, and initial direct costs. We will not elect the hindsight practical expedient, which permits the use of hindsight when determining lease term and impairment of right-of-use assets. Further, we will elect a short-term lease exception policy, permitting us to not apply the recognition requirements of this standard to short-term leases (i.e. leases with terms of 12 months or less) and an accounting policy to account for lease and non-lease components as a single component for certain classes of assets. We are still assessing the impact of the standard on our accounting policies, processes, disclosures, consolidated statements of operations, and internal control over financial reporting and have implemented necessary changes to our existing lease system to report in accordance with the new standard.

## Notes to the Consolidated Financial Statements

The adoption of ASU 2016-02 will have a significant impact on our consolidated balance sheets as we will record material assets and obligations primarily related to 437 restaurant operating leases and corporate office lease. We expect to record operating lease liabilities in a range of approximately \$235 million to \$255 million based on the present value of the remaining minimum rental payments using incremental borrowing rates as of the effective date. We expect to record corresponding right-of-use assets, based upon the operating lease liabilities adjusted for impairment of right-of-use assets recorded in retained earnings at December 31, 2018, prepaid and deferred rent, and unamortized initial direct costs. We expect no material impact on our consolidated statements of cash flows.

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. 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 \$2.1 million for the fiscal year 2017. 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.

**(s) Commitments and Contingencies**

The Company is subject to legal proceedings including 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. The Company accrues for such liabilities when it is probable that future costs will be incurred and such costs can be reasonably estimated. Such accruals are based on developments to date, the Company's estimates of the outcomes of these matters and its experience in contesting, litigating and settling other similar matters. The Company believes resolution of these matters, individually and in the aggregate, will not have a material adverse effect on the Company's financial position, liquidity or future operations.

Many of the food products the Company purchases are subject to changes in the price and availability of food commodities, including, among other things, beef, poultry, grains, dairy and produce. The Company works with its suppliers and uses a mix of forward pricing protocols for certain items including agreements with its supplier on fixed prices for deliveries at a time in the future and agreements on a fixed price with its supplier for the duration of those protocols. The Company also utilizes formula pricing protocols under which the prices the Company pays are based on a specified formula related to the prices of the goods, such as spot prices. The Company's use of any forward pricing arrangements varies substantially from time to time and these arrangements tend to cover relatively short periods (i.e., typically twelve months or less). Such contracts are used in the normal purchases of the Company's food products and not for speculative purposes, and as such are not required to be evaluated as derivative instruments.

**(3) 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 each quarter of 2018, 2017 and 2016, 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 impairment charges of \$13.4 million, \$10.6 million and \$4.0 million for the fiscal years 2018, 2017 and 2016, respectively.



Notes to the Consolidated Financial Statements

**(4) Earnings (Loss) Per Share**

Basic and diluted income per common share attributable to common stockholders are 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 fiscal year 2018, the Company had a loss per share, therefore, shares were excluded for potential stock option exercises.

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

	Fiscal Year		
	2018	2017	2016
Net income (loss) attributable to Potbelly Corporation	\$ (8,878)	\$ (6,956)	\$ 8,212
Weighted average common shares outstanding-basic	25,173,171	25,045,427	25,623,809
Plus: Effect of potential stock options exercise	—	—	549,578
Plus: Effect of potential warrant exercise	—	—	57,980
Weighted average common shares outstanding-diluted	<u>25,173,171</u>	<u>25,045,427</u>	<u>26,231,367</u>
Income (loss) per share available to common stockholders-basic	\$ (0.35)	\$ (0.28)	\$ 0.32
Income (loss) per share available to common stockholders-diluted	\$ (0.35)	\$ (0.28)	\$ 0.31
<u>Potentially dilutive shares that are considered anti-dilutive:</u>			
Shares	2,499,139	3,375,591	1,164,047

**(5) Property and Equipment**

Property and equipment, net consisted of the following (in thousands):

	December 30,	December 31,
	2018	2017
Leasehold improvements	\$ 169,300	\$ 174,602
Machinery and equipment	48,606	49,427
Furniture and fixtures	33,177	33,893
Computer equipment and software	35,159	29,832
Construction in progress	1,938	3,831
	<u>288,180</u>	<u>291,585</u>
Less: Accumulated depreciation	<u>(200,398)</u>	<u>(187,726)</u>
	<u>\$ 87,782</u>	<u>\$ 103,859</u>

Notes to the Consolidated Financial Statements

**(6) Accrued Expenses**

Accrued expenses consisted of the following (in thousands):

	December 30, 2018	December 31, 2017
Accrued labor and related expenses	\$ 10,324	\$ 7,352
Deferred gift card revenue	1,821	2,305
Accrued occupancy expenses	2,309	2,387
Deferred rent—current	1,250	1,011
Accrued corporate and shop expenses	1,446	1,882
Accrued utilities	1,304	1,311
Accrued sales and use tax	3,001	2,760
Accrued construction	147	891
Accrued contract termination costs (a)	392	27
Accrued legal and professional fees	128	177
Accrued other	2,907	3,170
Total	<u>\$ 25,029</u>	<u>\$ 23,273</u>

(a) The Company incurs expenses associated with exit activity for certain signed lease agreements, which are recognized in general and administrative expenses. Accrued contract termination costs consisted of the following (in thousands):

	December 30, 2018	December 31, 2017
Accrued contract termination costs—beginning balance	\$ 27	\$ 28
Contract termination costs incurred	1,461	578
Contract termination costs settled and paid	(1,096)	(579)
Accrued contract termination costs—ending balance	<u>\$ 392</u>	<u>\$ 27</u>

**(7) Income Taxes**

Income (loss) before income taxes for the Company's domestic and foreign operations was as follows (in thousands):

	Fiscal Year		
	2018	2017	2016
Domestic operations	\$ (11,381)	\$ (2,513)	\$ 12,411
Foreign operations	637	466	468
Total	<u>\$ (10,744)</u>	<u>\$ (2,047)</u>	<u>\$ 12,879</u>

POTBELLY CORPORATION AND SUBSIDIARIES

Notes to the Consolidated Financial Statements

Income tax expense (benefit) consisted of the following (in thousands):

	Fiscal Year		
	2018	2017	2016
<b>Federal:</b>			
Current	\$ (339)	\$ (3,728)	\$ 4,652
Deferred	(1,644)	8,792	(1,386)
	(1,983)	5,064	3,266
<b>State and Local:</b>			
Current	73	150	1,426
Deferred	(305)	(584)	(273)
	(232)	(434)	1,153
<b>Foreign:</b>			
Current	20	13	24
	20	13	24
Income tax expense (benefit)	<u>\$ (2,195)</u>	<u>\$ 4,643</u>	<u>\$ 4,443</u>

Income tax expense (benefit) differed from the amounts computed by applying the U.S. federal income tax rates to income (loss) before income taxes as a result of the following (in thousands):

	Fiscal Year		
	2018	2017	2016
U.S. federal statutory tax	21.0%	35.0%	35.0%
Computed "expected" tax expense (benefit)	\$ (2,256)	\$ (716)	\$ 4,508
Increase (reduction) resulting from:			
Minority interest	(87)	(105)	(89)
Permanent differences	220	96	131
State and local income taxes, net of federal income tax effect	(436)	5	673
FICA and other tax credits	(522)	(502)	(556)
Equity compensation	1,089	2,112	—
Adjustments	(252)	(93)	(300)
Rate change	49	3,846	76
	<u>\$ (2,195)</u>	<u>\$ 4,643</u>	<u>\$ 4,443</u>

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 (the "Tax Act") was enacted into law making significant changes to the U.S. tax code, including: (1) reducing the U.S. federal corporate tax rate from 35 percent to 21 percent; (2) implementing bonus depreciation that will allow for full expensing of qualified property; (3) implementing limitations on the deductibility of certain executive compensation; and (4) changing rules related to uses and limitations of net operating loss carryforwards created in tax years beginning after December 31, 2017. At December 31, 2017, the Company had not completed the accounting for the tax effects of enactment of the Tax Act; however, the Company made a reasonable estimate which was recorded in the fourth quarter of 2017. During 2018, the Company made no changes to its initial estimates recorded at December 31, 2017 or the effective tax rate for 2018. As of December 30, 2018, the Company has completed its accounting related to the tax effects of enactment of the Tax Act.

Due to the adoption of ASU 2016-09 in 2017, all excess tax benefits and deficiencies are recognized as income tax expense in the Company's Consolidated Statement of Operations.

Notes to the Consolidated Financial Statements

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities reflected in the consolidated balance sheets are presented below (in thousands):

	December 30, 2018	December 31, 2017
Deferred tax assets:		
Net operating loss carryforwards	\$ 576	\$ 11
Accrued liabilities	1,449	842
Deferred revenue	543	120
Stock-based compensation	2,685	4,495
Property and equipment	5,037	3,258
Deferred rent	4,373	4,229
Tax credits and charitable contribution carryforwards	981	273
Other	—	127
Total deferred tax assets	<u>15,644</u>	<u>13,355</u>
Net deferred tax assets	<u>15,644</u>	<u>13,355</u>
Deferred tax liabilities:		
Prepays	(466)	(452)
Intangible assets	(1,075)	(977)
Smallwares	(566)	(574)
Other	(152)	(150)
Total deferred tax liabilities	<u>(2,259)</u>	<u>(2,153)</u>
Net deferred tax assets	<u>\$ 13,385</u>	<u>\$ 11,202</u>

As of December 30, 2018 and December 31, 2017, the Company has no valuation allowances recorded based on management's assessment of the amount of its deferred tax assets that are more likely than not to be realized.

In assessing the realizability of deferred tax assets, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and results of recent operations. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. As of December 30, 2018 and December 31, 2017, the Company has no valuation allowances recorded based on management's assessment of the amount of its deferred tax assets that are more likely than not to be realized. The Company continues to monitor its operating performance and evaluate the likelihood of the future realization of these deferred tax assets. If actual operating results differ from our projections, or if future shop impairment charges are significant, a valuation allowance may be necessary.

In accordance with its accounting policy, the Company recognizes accrued interest and penalties related to unrecognized tax benefits as a component of income tax expense. As of December 30, 2018 and December 31, 2017, the Company had no interest or penalties accrued.

The tax years prior to 2014 are generally closed for examination by the United States Internal Revenue Service. However, certain of these tax years are open for examination as a result of net operating losses generated in these years and utilized in subsequent years. The Company's last IRS examination was for the 2014 tax year; no IRS audits are currently ongoing. State statutes are generally open for audit for the 2015 to 2018 tax years. Additionally, certain tax years through 2018 are open for examination by certain state tax authorities.

**(8) Debt and Credit Facilities****Credit facility**

*JPMorgan Chase Bank, N.A.*

On December 9, 2015, the Company 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 million, with possible future increases to \$75 million under an expansion feature. Borrowings under the credit facility generally bear interest at the Company's option at either (i) a eurocurrency rate determined by reference to the applicable LIBOR rate 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 the Company's consolidated total leverage ratio. On the last day of each calendar quarter, the Company is 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 the Company's consolidated total leverage ratio. So long as certain total leverage ratios are met, there is no limit on the "restricted payments" (primarily distributions and equity repurchases) that the Company may make. As of December 30, 2018 the Company had no amounts outstanding under the credit facility.

**(9) Capital Stock and Warrants**

As of December 30, 2018 and December 31, 2017, the Company had authorized an aggregate of 210,000,000 shares of capital stock, of which 200,000,000 shares were designated as common stock and 10,000,000 shares were designated as preferred stock. As of December 30, 2018, the Company had issued and outstanding 32,943,740 and 24,142,586 shares of common stock, respectively. As of December 31, 2017, the Company had issued and outstanding 31,831,196 and 24,999,688 shares of common stock, respectively.

**Common Stock**

As of December 30, 2018, each share of common stock has the same relative rights and was identical in all respects to each other share of common stock. Each holder of shares of common stock is entitled to one vote for each share held by such holder at all meetings of stockholders.

On May 8, 2018, the Company announced that its Board of Directors authorized a stock repurchase program for up to \$65.0 million of its outstanding common stock, replacing the Company's previous \$30.0 million share repurchase program. 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. The number of common shares actually repurchased, and the timing and price of repurchases, will depend upon market conditions, Securities and Exchange Commission requirements and other factors. Purchases may be started or stopped at any time without prior notice depending on market conditions and other factors. During the fiscal year 2018, the Company repurchased 1,948,245 shares of its common stock for approximately \$22.9 million under the new stock repurchase program and had repurchased 5,000 shares of its common stock for approximately \$0.1 million under the previous share repurchase program, including cost and commission, in open market transactions. As of December 30, 2018, the remaining dollar value of authorization under the share repurchase program was \$42.1 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.

On June 14, 2018, the Company registered 1,000,000 additional shares of its common stock, par value \$0.01, reserved for issuance under the Amended and Restated 2013 Long-Term Incentive Plan. As a result, the total number of shares registered under the 2013 Long-Term Incentive Plan is 3,500,000.

**Warrants**

The Company had zero warrants outstanding as of both December 30, 2018 and December 31, 2017. Outstanding warrants were exercised in June 2017 with proceeds of \$2.0 million received by the Company.

Notes to the Consolidated Financial Statements

**(10) Operating Leases**

The Company leases office space for its corporate office and commercial spaces for its shops under various long-term operating lease agreements. The leases for the Company’s shop locations generally have initial terms of 10 years and typically provide for two renewal options in five-year increments as well as for rent escalations. These leases expire or become subject to renewal clauses at various dates from 2019 to 2028. Some of the leases provide for base rent, plus additional rent based on gross sales, as defined in each lease agreement. The Company is also generally obligated to pay certain real estate taxes, utilities, building operating expenses, insurance, and various other expenses related to properties.

Rental expense under operating lease agreements were as follows (in thousands):

	Fiscal Year		
	2018	2017	2016
Minimum rentals	\$ 46,334	\$ 45,334	\$ 40,252
Contingent rentals	1,295	1,408	1,755
Less: sublease rentals	—	(33)	(94)
Total	<u>\$ 47,629</u>	<u>\$ 46,709</u>	<u>\$ 41,913</u>

A schedule by year of future minimum rental payments required under operating leases, excluding contingent rent, that have initial or remaining non-cancelable lease terms in excess of one year, as of December 30, 2018, is as follows (in thousands):

<u>Years Ending</u>	<u>Minimum</u>
2019	47,918
2020	45,828
2021	41,497
2022	36,120
2023	31,060
Thereafter	138,928
Total minimum payments required*	<u>\$ 341,351</u>

\* Minimum payments have not been reduced by minimum sublease rentals of \$1.6 million due in the future.

Certain leases have outstanding letters of credit in lieu of rent deposits expiring at various dates through September 2019. The letters of credit were \$0.2 million, \$0.2 million and \$0.7 million in aggregate for the fiscal years ended December 30, 2018, December 31, 2017 and December 25, 2016, respectively. Under the credit facility, outstanding letters of credit are subject to an annual fee of 1.5% and reduce the available borrowing to the Company.

**(11) Employee Benefit Plan**

The Company sponsors a 401(k) profit sharing plan for all employees who are eligible based upon age and length of service. The Company made matching contributions of \$0.4 million for fiscal years 2018, 2017 and 2016.

**(12) Stock-Based Compensation**

*Stock-Based Compensation Granted Under the 2013 Long-Term Incentive Plan*

Stock options and restricted stock units are awarded under the 2013 Long-Term Incentive Plan to eligible employees and certain non-employee members of the Board of Directors. The 2013 Plan gives broad powers to the Company’s Board of Directors to administer and interpret the 2013 Plan, including the authority to select the individuals to be granted equity awards and rights and to prescribe the particular form and conditions of each equity award to be granted.

Notes to the Consolidated Financial Statements

On July 31, 2013, the Company’s Board of Directors approved the adoption of the 2013 Plan, which replaced the 2004 Equity Incentive Plan (the “2004 Plan” and together with the 2013 Plan, the “Plans”) in conjunction with the Company’s IPO. Upon approval of the 2013 Plan, the Company no longer issued awards under the 2004 Plan. The 2004 Plan expired in February 2014, but will continue to govern outstanding awards granted prior to its termination. As of December 30, 2018, there have been 2,514,194 options, 28,240 shares of common stock and 460,855 shares of restricted stock units granted under the 2013 Plan. As of May 2018, restricted stock units granted under the 2013 Plan count against shares reserved for future issuances at a ratio of 2:1. As of December 30, 2018, there are 1,699,387 shares reserved for future issuance.

Stock Options

Under the Plans, the number of shares and exercise price of each option are determined by the committee designated by the Company’s Board of Directors. The options granted are generally exercisable within a 10-year period from the date of grant. The company awards options to certain employees including the senior leadership team. Options outstanding expire on various dates through the year 2028. The range of exercise prices for options outstanding as of December 30, 2018 is \$7.00 to \$20.53 per option, and the options generally vest in one-fourth and one-fifth increments over four and five-year periods, respectively.

Activity under the Plans and the Agreement is as follows:

Options	Shares (Thousands)	Weighted Average Exercise Price	Aggregate Intrinsic Value (Thousands)	Weighted Average Remaining Term (Years)
Outstanding—December 27, 2015	4,368	\$ 10.53	\$ 9,742	5.10
Granted	369	13.65		
Exercised	(536)	10.77		
Canceled	(188)	14.40		
Outstanding—December 25, 2016	4,013	\$ 10.61	\$ 13,455	4.78
Granted	464	12.09		
Exercised	(653)	9.94		
Canceled	(515)	12.18		
Outstanding—December 31, 2017	3,309	\$ 10.71	\$ 7,699	4.90
Granted	203	11.27		
Exercised	(993)	8.30		
Canceled	(369)	13.63		
Outstanding—December 30, 2018	2,150	\$ 11.49	\$ 378	5.13
Exercisable—December 30, 2018	1,611	\$ 11.14	\$ 378	4.52

The following table reflects the average assumptions utilized in the Black-Scholes option-pricing model to value the options granted for each year:

	2018	2017	2016
Risk-free interest rate	3.0%	2.0%	1.7%
Expected life (years)	6.25	6.25	7.00
Expected dividend yield	—	—	—
Volatility	35.0%	36.0%	49.4%
Weighted average grant date fair value	\$ 4.52	\$ 4.76	\$ 7.05

The risk-free rate is based on U.S. Treasury rates in effect at the time of the grant with a similar duration of the expected life of the options. The expected life of options granted is derived from the average of the vesting period and the term of the option. The Company has not paid dividends to date (with exception to the one-time dividend paid to stockholders prior to the initial public offering) and does not plan to pay dividends in the near future.

Notes to the Consolidated Financial Statements

RSUs

The Company awards restricted stock units (“RSUs”) to certain non-employee members of its Board of Directors and the senior leadership team. In May 2018, the Company issued 74,760 shares of RSUs with a grant date fair value of \$13.25 upon issuance. In June 2018, the Company issued 19,157 RSUs with a grant date fair value of \$13.05 upon issuance. In December 2018, the Company issued 37,353 RSUs with a grant date fair value of \$9.37 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.

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 with a grant date fair value of \$11.15 upon issuance. In November 2017, the Company issued 6,848 and 78,125 shares of RSUs with grant date fair values of \$11.50 and \$12.80 upon issuance, respectively. In May 2016, the Company issued 52,558 shares of RSUs with a grant date fair value of \$13.27 upon issuance.

Stock-Based Compensation Expense

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 fiscal year 2018, the Company recognized stock compensation expense of \$2.9 million. For the fiscal years 2017 and 2016, the company recognized stock compensation expense of \$4.7 million and \$3.1 million, respectively. As of December 30, 2018, unrecognized stock-based compensation expense was \$3.0 million, which will be recognized through fiscal year 2022. The Company records stock-based compensation expense within general and administrative expenses in the consolidated statements of operations.

(13) Quarterly Financial Data (Unaudited)

The unaudited quarterly information includes all normal recurring adjustments that the Company considers necessary for the fair presentation of the information shown below. The Company’s quarterly results have been and will continue to be affected by the timing of new shop openings and their associated pre-opening costs. As a result of these and other factors, the financial results for any quarter may not be indicative of the results for any future period.

The following table presents selected unaudited quarterly financial data for periods indicated (in thousands, except per share data):

	Fiscal Year 2018 (1)			
	April 1	July 1	September 30	December 30
Total revenues	\$ 102,917	\$ 110,347	\$ 106,996	\$ 102,378
Income (loss) from operations	(2,630)	95	(2,697)	(5,370)
Net income attributable to Potbelly Corporation	(2,194)	(360)	(1,961)	(4,363)
Income per share available to common stockholders-basic	(0.09)	(0.01)	(0.08)	(0.17)
Income per share available to common stockholders-diluted	(0.09)	(0.01)	(0.08)	(0.17)

	Fiscal Year 2017 (1)			
	March 26	June 25	September 24	December 31
Total revenues	\$ 101,699	\$ 108,136	\$ 106,127	\$ 112,149
Income from operations	1,263	164	(574)	(2,776)
Net income (loss) attributable to Potbelly Corporation	683	(138)	(240)	(7,261)
Income (loss) per share available to common stockholders-basic	0.03	(0.01)	(0.01)	(0.29)
Income (loss) per share available to common stockholders-diluted	0.03	(0.01)	(0.01)	(0.29)

(1) Fiscal year 2018 was a 52-week year. Each quarter of the fiscal year consisted of 13 weeks. Fiscal year 2017 was a 53-week year. The first three fiscal quarters consisted of 13 weeks and the fourth fiscal quarter consisted of 14 weeks.



Notes to the Consolidated Financial Statements

**(14) 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 October 2017, plaintiffs filed a purported collective and class action lawsuit (the “Complaint”) in the United States District Court for the Southern District of New York against the Company alleging violations of the Fair Labor Standards Act (FLSA) and New York Labor Law (NYLL). The plaintiffs allege that the Company violated the FLSA and NYLL by not paying overtime compensation to our assistant managers and violated NYLL by not paying spread-of-hours pay. The Complaint was brought as a nationwide “collective action” under the FLSA and as a “class action” under NYLL. Since the filing of the Complaint, the plaintiffs have stated that they do not intend to pursue the New York state class action. They have indicated, however, an intent to pursue an Illinois state law class action, but have not yet filed an amended complaint. Potbelly believes the assistant managers were properly classified under state and federal law. The Company intends to vigorously defend this action. This case is at an early stage, and Potbelly is therefore unable to make a reasonable estimate of the probable loss or range of losses, if any, that might arise from this matter.

**(15) Revenue**

Potbelly primarily earns revenue at a point in time through sales at our sandwich shop locations and records such revenue net of sales-related taxes collected from customers. The payment on these sales is due at the time of the customer’s purchase. The Company also receives royalties from franchisees on their respective sales, which are recognized at the point in time the sale is made and invoiced weekly. Potbelly also records revenue from sales over time related to upfront franchise fees, gift card redemptions and breakage. For the fiscal year ended December 30, 2018, revenue recognized from all revenue sources on point in time sales was \$421.8 million, and revenue recognized from sales over time was \$0.8 million.

**Franchise Revenue**

Potbelly licenses intellectual property and trademarks to franchisees through franchise agreements. As part of these franchise agreements, Potbelly receives an upfront payment from the franchisee, which the Company recognizes over the term of the franchise agreement. The Company records a contract liability for the unearned portion of the upfront franchise payments.

**Gift Card Redemptions / Breakage Revenue**

Potbelly sells gift cards to customers, records the sale as a contract liability and recognizes the associated revenue as the gift card is redeemed. A portion of these gift cards are not redeemed by the customer, which is recognized by the Company as revenue as a percentage of customers gift card redemptions. The expected breakage amount recognized is determined by a historical data analysis on gift card redemption patterns.

**Contract Liabilities**

As described above, the Company records current and noncurrent contract liabilities for upfront franchise fees as well as gift cards. There are no other contract liabilities or contract assets recorded by the Company. The opening and closing balances of the Company’s current and noncurrent contract liabilities from contracts with customers were as follows:

	Current Contract Liability (Thousands)	Noncurrent Contract Liability (Thousands)
Beginning balance as of January 1, 2018	\$ (2,325)	\$ (2,144)
Ending balance as of December 30, 2018	(2,184)	(1,631)
Decrease in contract liability	\$ (141)	\$ (513)

POTBELLY CORPORATION AND SUBSIDIARIES

Notes to the Consolidated Financial Statements

The aggregate value of remaining performance obligations on outstanding contracts was \$3.8 million as of December 30, 2018. The decrease in the liability during the 52 weeks ended December 30, 2018 was a result of gift card redemptions offset by purchases of new gift cards and recognition of franchise fees. The Company expects to recognize revenue related to contract liabilities as follows (in thousands), which may vary based upon franchise activity as well as gift card redemption patterns:

<u>Years Ending</u>	<u>Amount</u>
2019	\$ 2,184
2020	\$ 199
2021	\$ 195
2022	\$ 189
2023	\$ 501
Thereafter	\$ 547
Total revenue recognized	<u>\$ 3,815</u>

For the 52 weeks ended December 30, 2018, the amount of revenue recognized related to the January 1, 2018 liability ending balance was \$2.1 million. This revenue related to the recognition of gift card redemptions and upfront franchise fees. For the year ended December 30, 2018, the Company did not recognize any revenue from obligations satisfied (or partially satisfied) in prior periods.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A. CONTROLS AND PROCEDURES

### *Disclosure Controls and Procedures*

Our management, with the participation of our 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 Securities Exchange Act of 1934, as amended (“Exchange Act”)) as of December 30, 2018. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 30, 2018, 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 Securities and Exchange Commission (the “SEC”) and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

### *Management’s Report on Internal Control over Financial Reporting*

Management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act). Our internal control over financial reporting is a process 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. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of December 30, 2018. In making this assessment, management used the criteria established by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in Internal Control-Integrated Framework (2013). Based on this assessment, management has concluded that, as of December 30, 2018, our internal control over financial reporting was effective, at a reasonable assurance level.

### *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 our fiscal quarter ended December 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Potbelly Corporation and subsidiaries

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Potbelly Corporation and subsidiaries (the “Company”) as of December 30, 2018, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 30, 2018, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 30, 2018, of the Company and our report dated February 28, 2019, expressed an unqualified opinion on those financial statements.

#### Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

#### Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Chicago, Illinois

February 28, 2019

#### **ITEM 9B. OTHER INFORMATION**

None.

### PART III

#### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Except as set forth below, the information required by this item will be contained in Potbelly's definitive proxy statement for the 2019 Annual Meeting (our "Proxy Statement") and is incorporated herein by reference.

Potbelly has adopted an ethics code of conduct applicable to the directors, officers and employees. A copy of that code is available on the Company's corporate website at [www.potbelly.com](http://www.potbelly.com), which does not form a part of this Annual Report on Form 10-K. Any amendments to such code, or any waivers of its requirements, will be posted on our website.

#### ITEM 11. EXECUTIVE COMPENSATION

The information required by this item will be contained in our Proxy Statement and is incorporated herein by reference.

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Except as set forth below, the information required by this item will be contained in Potbelly's Proxy Statement and is incorporated herein by reference.

##### Equity Compensation Plan Information

The following table presents certain information related to Potbelly's equity incentive plans under which the equity securities are authorized for issuance as of December 30, 2018:

	(a)	(b)	(c)
Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders (1)	2,150,517	\$ 11.49	1,699,387 (2)
Equity compensation plans not approved by security holders	—	—	—
Total	2,150,517	\$ 11.49	1,699,387

(1) Consists of the 2001 Equity Incentive Plan, the 2004 Equity Incentive Plan and the 2013 Long-Term Incentive Plan. No further awards may be made under the 2001 Equity Incentive Plan or the 2004 Equity Incentive Plan.

(2) The total amount reported consists only of shares available for future issuance under the 2013 Long-Term Incentive Plan, which may be issued in connection with awards of stock options, stock appreciation rights, restricted stock, restricted stock units, deferred stock units, performance stock and performance stock units.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item will be contained in Potbelly's Proxy Statement and is incorporated herein by reference.

#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item will be contained in Potbelly's Proxy Statement and is incorporated herein by reference.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**(a) Financial Statements**

- (1) The financial statements filed as part of this Annual Report on Form 10-K are listed in the index to the financial statements.
- (2) Any financial statement schedules required to be filed as part of this Annual Report on Form 10-K are set forth in section (c) below.

**(b) Exhibits**

See the Exhibit Index at the end of this Annual Report on Form 10-K, which is incorporate by reference.

**(c) Financial Statement Schedules**

No financial statement schedules are provided because the information called for is not applicable or is shown in the financial statements or notes thereto.

## EXHIBIT INDEX

Exhibit Number	Description of Exhibit
3.1	<a href="#"><u>Seventh Amended and Restated Certificate of Incorporation of Potbelly Corporation (filed as Exhibit 3.1 to Form S-1 (File No. 333-190893) filed on August 29, 2013 and incorporated herein by reference)</u></a>
3.2	<a href="#"><u>Amended and Restated By-laws of Potbelly Corporation (filed as Exhibit 3.2 to Form S-1 (File No. 333-190893) filed on August 29, 2013 and incorporated herein by reference)</u></a>
4.1	<a href="#"><u>Fifth Amended and Restated Registration Rights Agreement (filed as Exhibit 4.1 to Form S-1 (File No. 333-190893) filed on August 29, 2013 and incorporated herein by reference)</u></a>
10.1	<a href="#"><u>Potbelly Corporation 2004 Equity Incentive Plan, as amended (filed as Exhibit 10.1 to Form S-1 (File No. 333-190893) filed on August 29, 2013 and incorporated herein by reference) †</u></a>
10.2	<a href="#"><u>Amended and Restated Potbelly Corporation 2013 Long-Term Incentive Plan (filed as Exhibit 10.1 to Form 8-K (File No. 001-36104) filed June 12, 2018 and incorporated herein by reference) †</u></a>
10.3	<a href="#"><u>Amended and Restated Credit Agreement, dated as of December 9, 2015, among Potbelly Sandwich Works, LLC, Potbelly Corporation, the other Loan Parties party thereto, the Lenders party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, and J.P. Morgan Securities, LLC, as Sole Bookrunner and Sole Lead Arranger (filed as Exhibit 10.1 to Form 8-K (File No. 001-36104) filed December 11, 2015 and incorporated herein by reference)</u></a>
10.4	<a href="#"><u>Executive Employment Contract between Potbelly Corporation and Alan Johnson dated November 29, 2017 (filed as Exhibit 10.1 to Form 8-K (File No. 001-36104) filed December 1, 2017 and incorporated herein by reference) †</u></a>
10.5	<a href="#"><u>First Amendment of Executive Employment Agreement between Potbelly Corporation and Alan Johnson dated May 14, 2018 (filed as Exhibit 10.1 to Form 8-K (File No. 001-36104) filed May 14, 2018 and incorporated herein by reference) †</u></a>
10.6	<a href="#"><u>Executive Employment Agreement, dated July 25, 2013, between Potbelly Corporation and Matthew Revord (filed as Exhibit 10.5 to Form 10-K (File No. 001-36104) filed February 22, 2017 and incorporated herein by reference) †</u></a>
10.7	<a href="#"><u>Amendment to Executive Employment Agreement, dated April 22, 2015, between Potbelly Corporation and Matthew Revord (filed as Exhibit 10.6 to Form 10-K (File No. 001-36104) filed February 22, 2017 and incorporated herein by reference) †</u></a>
10.8	<a href="#"><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></a>
10.9	<a href="#"><u>Executive Employment Agreement, dated November 15, 2018, effective December 3, 2018, between Potbelly Corporation and Thomas Fitzgerald (filed as Exhibit 10.1 to Form 8-K (File No. 001-36104) filed December 3, 2018 and incorporated herein by reference) †</u></a>
10.10	<a href="#"><u>Executive Employment Agreement, dated April 3, 2015, effective May 1, 2015, between Potbelly Corporation and Michael Coyne (filed as Exhibit 10.1 to Form 8-K (File No. 001-36104) filed April 8, 2015 and incorporated herein by reference) †</u></a>
10.11	<a href="#"><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></a>
10.12	<a href="#"><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></a>
10.13	<a href="#"><u>Executive Employment Agreement, dated May 1, 2015, between Potbelly Corporation and Julie Younglove-Webb (filed as Exhibit 10.1 to Form 8-K (File No. 001-36104) filed May 4, 2015 and incorporated herein by reference) †</u></a>
10.14	<a href="#"><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></a>
10.15	<a href="#"><u>Form of stock option agreement for grants prior to January 1, 2011 for named executive officers pursuant to 2004 Equity Incentive Plan (including any replacement options granted after such date for expired grants) (filed as Exhibit 10.9 to Form S-1 (File No. 333-190893) filed August 29, 2013 and incorporated herein by reference) †</u></a>

Exhibit Number	Description of Exhibit
10.16	<a href="#">Form of stock option agreement for grants during year 2011 for named executive officers pursuant to 2004 Equity Incentive Plan (filed as Exhibit 10.11 to Form S-1 (File No. 333-190893) filed August 29, 2013 and incorporated herein by reference) †</a>
10.17	<a href="#">Form of stock option agreement for grants for non-employee directors pursuant to 2004 Equity Incentive Plan (filed as Exhibit 10.13 to Form S-1 (File No. 333-190893) filed August 29, 2013 and incorporated herein by reference) †</a>
10.18	<a href="#">Form of stock option agreement pursuant to 2013 Long-Term Incentive Plan (filed as Exhibit 10.14 to Form S-1 (File No. 333-190893) filed August 29, 2013 and incorporated herein by reference) †</a>
10.19	<a href="#">Form of Restricted Stock Unit Award Agreement pursuant to 2013 Long-Term Incentive Plan (filed as Exhibit 10.16 to Form S-1 (File No. 333-190893) filed August 29, 2013 and incorporated herein by reference)</a>
10.20	<a href="#">Form of Director Restricted Stock Unit Award Agreement for non-employee directors pursuant to 2013 Long-Term Incentive Plan (filed as Exhibit 10.16 to Form 10-K (File No. 001-36104) filed February 22, 2017 and incorporated herein by reference)</a>
10.21	<a href="#">Form of Indemnification Agreement between Potbelly Corporation and each of its directors and executive officers (filed as Exhibit 10.17 to Form S-1 (File No. 333-190893) filed August 29, 2013 and incorporated herein by reference)</a>
10.22	<a href="#">Director Compensation Plan (filed as Exhibit 10.20 to Form 10-K (File No. 001-36104) filed February 25, 2015 and incorporated herein by reference) †</a>
10.23	<a href="#">Potbelly Director Compensation Plan (filed as Exhibit 10.23 to Form 10-K (File No. 001-36104) filed February 24, 2016 and incorporated herein by reference) †</a>
10.24	<a href="#">Potbelly Corporation Director Compensation Plan (filed as Exhibit 10.1 to Form 8-K (File No. 001-36104) filed August 11, 2017 and incorporated herein by reference) †</a>
10.25	<a href="#">Settlement Agreement, dated October 2, 2017, between Potbelly Corporation, Ancora Advisors, LLC, Ancora Catalyst Fund LP, Merlin Partners LP and Frederick DiSanto (filed as Exhibit 10.1 to Form 8-K (File No. 001-36104) filed October 5, 2017)</a>
10.26	<a href="#">Settlement Agreement, dated April 12, 2018, between Potbelly Corporation, Privet Fund LP, Privet Fund Management LLC, Ryan Levenson and Ben Rosenzweig (filed as Exhibit 10.1 to Form 8-K (File No. 001-36104) filed April 13, 2018)</a>
21.1	<a href="#">Subsidiaries of the Registrant</a>
23.1	<a href="#">Consent of Deloitte &amp; Touche LLP</a>
24.1	<a href="#">Power of Attorney (included on signature page)</a>
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32.1	<a href="#">Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

† Management contract or compensatory plan





<u>SUBSIDIARY NAME</u>	<u>STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION</u>
Potbelly Illinois, Inc.	Illinois
Potbelly Sandwich Works, LLC	Illinois
Potbelly Franchising, LLC	Illinois
PSW 555 Twelfth Street, LLC	Illinois
PSW DC Acquisition LLC	Illinois
Potbelly Sandwich Works DC-1, LLC	Illinois
Potbelly Airport II Boston, LLC	Illinois
PSW PBD Acquisition LLC	Illinois
PSW Rockville Center, LLC	Illinois
PSW West Jackson, LLC	Illinois
Potbelly Airport Portland PDX, LLC	Illinois
Potbelly Airport Dulles IAD Joint Venture B, LLC	Illinois
Potbelly Airport Dulles IAD Joint Venture D, LLC	Illinois
Potbelly Airport Seattle SEA Joint Venture, LLC	Illinois
Potbelly Airport Logan BOS Joint Venture B, LLC	Illinois
Potbelly Airport Hopkins CLE JV, LLC	Illinois
Potbelly Airport Chicago ORD Joint Venture 5, LLC	Illinois

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-191917, 333-212908, and 333-225619 on Form S-8 of our reports dated February 28, 2019, relating to the consolidated financial statements of Potbelly Corporation and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of the Company for the year ended December 30, 2018.

*/s/ Deloitte & Touche LLP*

Chicago, Illinois  
February 28, 2019

**Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Alan Johnson, certify that:

1. I have reviewed this annual report on Form 10-K 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. The registrant's other certifying officer and I are 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; and
  - (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. The registrant's other certifying officer and 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: February 28, 2019

/s/ Alan Johnson

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Alan Johnson

Chief Executive Officer and President

**Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Thomas Fitzgerald, certify that:

1. I have reviewed this annual report on Form 10-K 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. The registrant's other certifying officer and I are 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; and
  - (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. The registrant's other certifying officer and 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: February 28, 2019

/s/ Thomas Fitzgerald

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Thomas Fitzgerald  
Chief 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, Alan Johnson, Chief Executive Officer and President of Potbelly Corporation (the "Registrant"), and Thomas Fitzgerald, Chief Financial Officer of the Registrant, each hereby certifies that, to the best of his knowledge on the date hereof:

1. the Registrant's Annual Report on Form 10-K for the period ended December 30, 2018, to which this Certification is attached as Exhibit 32.1 (the "Annual 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 Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: February 28, 2019

By: /s/ Alan Johnson

Alan Johnson

Chief Executive Officer and President

Date: February 28, 2019

By: /s/ Thomas Fitzgerald

Thomas Fitzgerald

Chief Financial Officer

This certification accompanies this Annual Report on Form 10-K 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.