

October 1, 2013

**VIA EDGAR AND OVERNIGHT DELIVERY**

Loan Lauren P. Nguyen  
Special Counsel  
U.S. Securities and Exchange Commission  
100 F. Street, N.E.  
Washington, D.C. 20549

**Re: Potbelly Corporation  
Amendment No. 2 to Registration Statement on Form S-1  
Filed September 30, 2013  
File No. 333-190893**

Dear Ms. Nguyen:

This letter is being furnished on behalf of Potbelly Corporation (the "**Company**") in response to oral comments received from the staff of the Division of Corporation Finance (the "**Staff**") of the U.S. Securities and Exchange Commission with respect to the above-referenced filing.

On behalf of the Company, we are hereby filing Amendment No. 3 to the Company's Registration Statement on Form S-1 ("**Amendment No. 3**"). Amendment No. 3 reflects the Company's responses to the Staff's comments regarding certain selling stockholder information, updates to the beneficial ownership table as of the most recent practicable date and other updating and conforming changes. We have enclosed a courtesy package, which includes four copies of the Registration Statement, two of which have been marked to show changes from the filing of the most recently amended registration statement.

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If you have any questions regarding the foregoing, feel free to contact the undersigned at (312) 701-7100 or Jennifer Carlson at (312) 701-8591.

Sincerely,

/s/ Edward S. Best

Edward S. Best

Cc: Sonia Bednarowski, Securities and Exchange Commission  
Kristin Shifflett, Securities and Exchange Commission  
Margery Reich, Securities and Exchange Commission  
Aylwin Lewis, Potbelly Corporation  
Charlie Talbot, Potbelly Corporation  
Matt Revord, Potbelly Corporation