

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

Form 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 9, 2019

Potbelly Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36104
(Commission
File Number)

36-4466837
(IRS Employer
Identification No.)

111 N. Canal Street, Suite 850
Chicago, Illinois
(Address of Principal Executive Offices)

60606
(Zip Code)

Registrant's Telephone Number, Including Area Code: (312) 951-0600

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	PPPB	The NASDAQ Stock Market LLC (Nasdaq Global Select Market)

Indicated by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 9, 2019, Thomas Fitzgerald, the Chief Financial Officer (“CFO”) of Potbelly Corporation (the “Company”), informed the Company of his intention to resign from his position as CFO to accept another opportunity. Mr. Fitzgerald will continue in his current position as Chief Financial Officer until December 27, 2019.

A copy of the press release announcing Mr. Fitzgerald’s resignation is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Potbelly Corporation Press Release dated December 10, 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 10, 2019

Potbelly Corporation

By: /s/ Alan Johnson

Name: Alan Johnson

Title: Chief Executive Officer



Potbelly Corporation Announces Chief Financial Officer Transition

Strategic priorities to accelerate transformation remain underway

CHICAGO, December 10, 2019 – Potbelly Corporation (NASDAQ: PBPB), the iconic neighborhood sandwich shop concept, today announced that Tom Fitzgerald is stepping down from his position to accept a senior leadership position with another company. Mr. Fitzgerald will continue in his current position as Chief Financial Officer (“CFO”) until December 27, 2019 to ensure a smooth transition. Potbelly has already begun a search to identify qualified candidates to fill the CFO position. The Company has a strong internal financial team in place that will continue to support Potbelly’s strategy during the search process.

Alan Johnson, Chief Executive Officer of Potbelly, commented, “Tom has been a strong contributor to Potbelly over the last year and we wish him continued success in the future. Our leadership team remains wholly focused on accelerating our transformation through the recent steps we announced that are helping us adjust and sharpen our brand position, menu offering and overall experience. We remain confident that these efforts will put us on a path to delivering sustainable positive traffic and comp growth.”

Mr. Fitzgerald added, “My time at Potbelly has been a great experience. Over the past year I believe we have strengthened the leadership team, including the finance organization, and sharpened the strategy. I am confident that Potbelly is in great hands with Alan and the rest of the team, and that they will successfully complete the turnaround. My decision to leave Potbelly is entirely based on the strength of the opportunity that was presented to me.”

About Potbelly

Potbelly Corporation is a neighborhood sandwich concept that has been feeding customers’ smiles with warm, toasty sandwiches, signature salads, hand-dipped shakes and other fresh menu items, customized just the way customers want them, for more than 40 years. Potbelly promises Fresh, Fast & Friendly service in an environment that reflects the local neighborhood. Since opening its first shop in Chicago in 1977, Potbelly has expanded to neighborhoods across the country – with more than 400 company-owned shops in the United States. Additionally, Potbelly franchisees operate approximately over 50 shops in the United States. For more information, please visit our website at www.potbelly.com.

Contact Investor Relations:

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