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

SCHEDULE 14A
**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

POTBELLY CORPORATION
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials:
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-
-



POTBELLY CORPORATION
111 NORTH CANAL STREET
SUITE 325
CHICAGO, IL 60606

Your **Vote** Counts!

POTBELLY CORPORATION

2023 Annual Meeting

Vote by May 17, 2023

11:59 PM ET



You invested in POTBELLY CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 18, 2023.**

Get informed before you vote

View the Notice & Proxy Statement, Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 04, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 18, 2023
8:00 AM CDT

Virtually at:
www.virtualshareholdermeeting.com/PBPB2023

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items			Board Recommends
1.	Election of nine director nominees to serve on the Board of Directors. Nominees:		✔ For
	01) Vann Avedisian	04) David Head	
	02) Joseph Boehm	05) David Near	
	03) Adrian Butler	06) Dave Pearson	
		07) Todd Smith	
		08) Jill Sutton	
		09) Robert D. Wright	
2.	Ratification of the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.		✔ For
3.	A non-binding, advisory vote on a resolution to approve the 2022 compensation of the Company's named executive officers.		✔ For
4.	Approval of the amendment to the Company's Amended and Restated 2019 Long-Term Incentive Plan to increase the number of shares of common stock authorized for issuance thereunder.		✔ For
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.			