
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): August 5, 2015

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

Commission File Number: 001-36104

Delaware
(State or other jurisdiction
of incorporation)

36-4466837
(IRS Employer
Identification No.)

**111. N. Canal, Suite 850
Chicago, Illinois 60606**
(Address of principal executive offices, including zip code)

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

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

On August 5, 2015, the Board of Directors (the “Board”) of Potbelly Corporation (the “Company”) increased the size of the Board to ten members, and appointed Harvey Kanter, 53, as a member of the Board to fill a vacancy created by the increase. Mr. Kanter has been designated as a Class III director and will serve until the 2016 annual meeting of the Company’s stockholders or until his successor has been duly elected and qualified. Mr. Kanter was also appointed to the Compensation Committee of the Board. Mr. Kanter is currently the Chief Executive Officer and President of Blue Nile, Inc., an online diamond and fine jewelry retailer.

There are no arrangements or understandings between Mr. Kanter and any other persons pursuant to which he was selected as a director. Mr. Kanter will be eligible to receive the standard compensation paid to non-employee/non-investor directors for 2015 previously disclosed by Potbelly. Neither the Company nor the Board is aware of any transaction in which Mr. Kanter has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Mr. Kanter will be indemnified by the Company pursuant to the Company’s Seventh Amended and Restated Certificate of Incorporation and Amended and Restated By-laws for actions associated with being a director. In addition, the Company has entered into an indemnification agreement with Mr. Kanter, which provides for indemnification to the fullest extent permitted under Delaware law. The indemnification agreement is substantially identical to the form of agreement executed by the Company’s other directors and executive officers.

A copy of the Company’s press release announcing the appointment of Mr. Kanter is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by the Company on August 6, 2015.

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: August 6, 2015

Potbelly Corporation

By: /s/ Michael Coyne

Name: Michael Coyne

Title: Chief Financial Officer

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1	Press Release issued by the Company on August 6, 2015.
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FOR IMMEDIATE RELEASE



HARVEY KANTER APPOINTED TO
POTBELLY CORPORATION BOARD OF DIRECTORS

Chicago, IL. August 6, 2015 - Potbelly Corporation (NASDAQ: PBPB) today announced that Harvey Kanter has been appointed to Potbelly's Board of Directors. Since March 2012, Mr. Kanter has served as the Chief Executive Officer and President of Blue Nile, Inc., an online retailer of diamonds and fine jewelry. Prior to joining Blue Nile, from January 2009 through March 2012, Mr. Kanter was the Chief Executive Officer and President of Moosejaw Mountaineering and Backcountry Travel, Inc., a premium outdoor apparel and gear retailer.

"We are pleased to have Harvey join our Board," said Aylwin Lewis, Chairman and Chief Executive Officer of Potbelly. "His extensive expertise and experience with digital media will benefit the Company's continual development of new ways to connect with Potbelly fans." Mr. Kanter commented, "The opportunity to join Potbelly is very compelling, given the company's incredible customer experience, growth and future. I am very much looking forward to be a part of the opportunity with Potbelly."

About Potbelly

Potbelly Corporation is a fast-growing neighborhood sandwich concept offering toasty warm sandwiches, signature salads and other fresh menu items served by engaging people in an environment that reflects the Potbelly brand. Our Vision is for our customers to feel that we are their "Neighborhood Sandwich Shop" and to tell others about their great experience. Our Mission is to make people really happy and to improve every day. Our Passion is to be "The Best Place for Lunch." The Company owns and operates over 300 shops in the United States and our franchisees operate over 20 shops domestically, in the Middle East and in the United Kingdom. For more information visit our website at www.potbelly.com.

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Contact: **Investor Relations**
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