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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**Form 8-K**

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

**Date of Report (Date of earliest event reported): September 8, 2015**

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

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**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)

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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 7.01. Regulation FD Disclosure.**

On September 8, 2015, Potbelly Corporation announced that its Board of Directors has authorized a share repurchase program of up to \$35 million of the Company's common stock and that it has completed its previous repurchase program.

A copy of the Company's press release announcing the share repurchase is attached hereto as Exhibit 99.1. The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference to such filing.

**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 September 8, 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: September 8, 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 September 8, 2015.



### **POTBELLY CORPORATION ANNOUNCES SHARE REPURCHASE PROGRAM**

Chicago, IL. September 8, 2015 - Potbelly Corporation (NASDAQ: PBPB) announced today that its Board of Directors has authorized a share repurchase program under which the Company may repurchase up to \$35 million of its common stock. Potbelly has completed its previously authorized share repurchase program. The timing and volume of share repurchases will be determined by the Company's management based on its ongoing assessments of the capital needs of the business, the market price of its common stock and general market conditions. No time limit has been set for the completion of the repurchase program, and the program may be suspended or discontinued at any time. The repurchase program authorizes the Company to purchase its common stock from time to time through open market purchases, negotiated transactions or other means, including 10b5-1 trading plans in accordance with applicable securities laws and other restrictions.

#### **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, please visit our website at [www.potbelly.com](http://www.potbelly.com).

Contact: **Investor Relations**

[Investors@Potbelly.com](mailto:Investors@Potbelly.com)

312-428-2950