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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): August 7, 2014**

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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.)

**222 Merchandise Mart Plaza, 23rd Floor  
Chicago, Illinois 60654**  
(Address of principal executive offices, including zip code)

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

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

On August 7, 2014, the Board of Directors (the "Board") of Potbelly Corporation (the "Company") appointed Ann-Marie Campbell, 49, as a member of the Board. Ms. Campbell has been designated as a Class III director and will serve until the 2016 annual meeting of the Company's stockholders or until her successor has been duly elected and qualified. Ms. Campbell has been appointed to the Compensation Committee of the Board. Ms. Campbell is currently President – Southern Division for The Home Depot and has extensive experience in merchandising, sales and marketing.

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

Ms. Campbell 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 Ms. Campbell, 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 Ms. Campbell 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 8, 2014.

**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 8, 2014

**Potbelly Corporation**

By: /s/ Matthew Revord

Name: Matthew J. Revord

Title: Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by the Company on August 8, 2014.

FOR IMMEDIATE RELEASE



**ANN-MARIE CAMPBELL APPOINTED TO  
POTBELLY CORPORATION BOARD OF DIRECTORS**

Chicago, IL. August 8, 2014 – Potbelly Corporation (NASDAQ: PBPE) today announced that Ann-Marie Campbell has been appointed to Potbelly’s Board of Directors. Ms. Campbell is President – Southern Division for The Home Depot. Ms. Campbell has spent her career at The Home Depot, steadfastly progressing from associate to district manager to vice president prior to assuming her current role.

“We are pleased to have Ann-Marie join our Board,” said Aylwin Lewis, Chairman and Chief Executive Officer of Potbelly. “Her retail operational expertise and experience will add value to the Company, as will her merchandising, sales and marketing skills.”

**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 the District of Columbia and our franchisees operate over 20 shops domestically and in the Middle East. For more information visit our website at [www.potbelly.com](http://www.potbelly.com).

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Contact: **Investor Relations**

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

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