

POTBELLY CORP  
Form 8-K  
March 15, 2019

**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): March 13, 2019**

**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.)**

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**111 N. Canal Street, 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))

Indicate 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.**

Pete Bassi, Chairman of the Board of Directors (the Board) and Chair of the Nominating and Corporate Governance Committee of Potbelly Corporation (the Company) has decided not to stand for re-election to the Board at the Company's 2019 Annual Meeting of the Shareholders, scheduled to be held on May 16, 2019. Mr. Bassi's decision is not related to any disagreement with the Company or with the Company's operations, policies, or practices. The Board has selected Dan Ginsberg to serve as the Chairman of the Board and as Chair of the Nominating and Corporate Governance Committee. Mr. Ginsberg has been a member of the Board since 2014.

Ann-Marie Campbell, Chair of the Compensation Committee, and Harvey Kanter, member of the Compensation Committee, have also decided not to stand for re-election to the Board at the Company's 2019 Annual Meeting of the Shareholders. Neither Ms. Campbell's nor Mr. Kanter's decision is related to any disagreement with the Company or with the Company's operations, policies, or practices.

**Item 7.01. Regulation FD Disclosure.**

On March 15, 2019, the Company issued a press release announcing that Pete Bassi, Chairman of the Company's Board of Directors, Ann-Marie Campbell, Chair of the Compensation Committee, and Harvey Kanter, member of the Compensation Committee have each decided not to stand for re-election at the Company's Annual Meeting of the Shareholders, as noted in Item 5.02 above. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. 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.

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	<u>Potbelly Corporation Press Release dated March 15, 2019</u>

**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: March 15, 2019

**Potbelly Corporation**

By: /s/ Thomas Fitzgerald

Name: Thomas Fitzgerald

Title: Senior Vice President and Chief Financial Officer