

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Nierenberg Investment Management Company, Inc.</u> (Last) (First) (Middle) 19605 NE 8TH ST (Street) CAMAS WA 98607 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/02/2024	3. Issuer Name and Ticker or Trading Symbol <u>POTBELLY CORP [PBPB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾⁽²⁾	865,001	I	By D3 Family Fund, L.P. ⁽³⁾
Common Stock ⁽¹⁾⁽²⁾	1,520,943	I	By D3 Family Bulldog Fund, L.P. ⁽³⁾
Common Stock ⁽¹⁾⁽²⁾	94,720	I	By Haredale Ltd. ⁽³⁾
Common Stock ⁽¹⁾⁽²⁾	425,555	I	By Benedict Value Fund, L.P. ⁽³⁾
Common Stock ⁽¹⁾⁽⁴⁾	94,398	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
Nierenberg Investment Management Company, Inc.
 (Last) (First) (Middle)
 19605 NE 8TH ST
 (Street)
 CAMAS WA 98607
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Nierenberg David
 (Last) (First) (Middle)
 19605 NE 8TH STREET

(Street)	CAMAS	WA	98607
(City)	(State)	(Zip)	

Explanation of Responses:

1. This Form 3 is filed jointly by Nierenberg Investment Management Company, Inc. and David Nierenberg.
2. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein. The filing of this Form 3 shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own.
3. Nierenberg Investment Management Company ("NIMCO") is the sole general partner of The D3 Family Fund, LP, The D3 Family Bulldog Fund, LP, and the Benedict Value Fund, LP and the sole investment manager of Haredale Ltd. (collectively, the "Funds"). Mr. Nierenberg is the president of NIMCO. By virtue of these relationships, each of the Reporting Persons may be deemed to beneficially own the securities owned directly by the Funds.
4. The shares are owned solely by David Nierenberg.

NIERENBERG
INVESTMENT
MANAGEMENT
COMPANY, INC. By: /s/ 08/07/2024

David Nierenberg Name:
David Nierenberg Title:
President

/s/ David Nierenberg
DAVID NIERENBERG 08/07/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.