

**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): June 6, 2023

Potbelly Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36104
(Commission
File Number)

36-4466837
(IRS Employer
Identification No.)

111 N. Canal Street, Suite 325
Chicago, Illinois
(Address of Principal Executive Offices)

60606
(Zip Code)

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

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	PBPB	The NASDAQ Stock Market LLC (Nasdaq Global Select Market)

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 2.02 Results of Operations and Financial Condition

On June 6, 2023, Potbelly Corporation (the “Company”) issued a press release providing preliminary second quarter 2023 results. A copy of the Company’s press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

The Company will participate at the William Blair 43rd Annual Growth Stock Conference on June 6, 2023. A copy of the presentation to be used is attached to this Current Report on Form 8-K as Exhibit 99.2 and will also be available on the “Investors” portion of the Company’s website at www.potbelly.com.

All information contained in this Current Report on Form 8-K, including Exhibits 99.1 and 99.2, shall not be deemed “filed” with the Securities and Exchange Commission 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, and shall not be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated June 6, 2023.
99.2	Presentation dated June 6, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

POTBELLY CORPORATION

By: /s/ Steven Cirulis
Name: Steven Cirulis
Title: Senior Vice President, Chief Financial Officer and
Chief Strategy Officer

Date: June 6, 2023



Potbelly Corporation Provides Second Quarter Business Update

The Company to Participate at the William Blair 43rd Annual Growth Stock Conference

CHICAGO, June 6, 2023 – Potbelly Corporation (NASDAQ: PBPB), (“Potbelly” or the “Company”) the iconic neighborhood sandwich shop, today reported preliminary unaudited same-store sales results for the second quarter 2023 to-date, in connection with its participation at the William Blair 43rd Annual Growth Stock Conference today.

	Period 4	Period 5	2Q QTD ¹
Same-store sales	+15.1%	+13.7%	+14.4%
Average Unit Volumes (Weekly)²	\$26,070	\$26,240	\$26,160

¹ 2Q QTD same-store sales are through 5/28

² Average Unit Volumes (Weekly) rounded to the nearest \$10

Bob Wright, President and Chief Executive Officer of Potbelly Corporation, commented, “We are thrilled with our top line momentum, resulting in a same-store sales growth of 14.4% thus far in the second quarter. Our same-store sales growth exceeded our initial expectations and has been broad-based with double digit growth across all store types as well as both dine-in and digital. Importantly, we continued to see strong customer traffic, driven by our focus on menu innovation, operational efficiencies and impactful marketing initiatives. As we look ahead, we will continue to execute against our Five-Pillar strategy that serves as the foundation for our growth and strategic success.”

Conference Participation

The Company will participate at the William Blair 43rd Annual Growth Stock Conference today, June 6, 2023 in Chicago, IL. Bob Wright, Chief Executive Officer and Steve Cirulis, Chief Financial Officer, are scheduled to present at 8:40 AM CT and host one-on-one meetings with investors.

Interested parties can access the presentation on the Investor Relations section of the Company’s website at www.potbelly.com under the “Events and Presentations” section.

About Potbelly

Potbelly Corporation is a neighborhood sandwich concept that has been feeding customers’ smiles with warm, toasty sandwiches, signature salads, hand-dipped shakes and other fresh menu items, customized just the way customers want them, for more than 40 years. Potbelly promises Fresh, Fast & Friendly service in an environment that reflects the local neighborhood. Since opening its first shop in Chicago in 1977, Potbelly has expanded to neighborhoods across the country - with over 425 shops in the United States including 55 franchised shops in the United States. For more information, please visit our website at www.potbelly.com.

Forward Looking Statements

This press release may contain statements that might be considered forward-looking statements or predictions of future operations including with respect to the Company’s ability to successfully execute against its Five-Pillar strategy. Such statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are based on management’s belief or interpretation of information currently available. These statements and assumptions involve certain risks and uncertainties including that it is unable to successfully execute against its Five-Pillar strategy. Actual events may also differ from these expectations as a result of the risks identified from time to time in our filings with the Securities and Exchange Commission. We assume no duty to update these statements as of any future date.

Contact:

Investor Relations
Jeff Priester
ICR
investor@potbelly.com



**William Blair Conference
June 6, 2023**

Cautionary Statements

Forward-Looking Statements

In addition to historical information, this presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended and the Private Securities Litigation Reform Act of 1995. Forward-looking statements, written, oral or otherwise made, represent the Company's expectation or belief concerning future events. Without limiting the foregoing, the words "believes," "expects," "may," "might," "will," "should," "seeks," "intends," "plans," "strives," "goal," "estimates," "forecasts," "projects" or "anticipates" or the negative of these terms and similar expressions are intended to identify forward-looking statements. Forward-looking statements included in this presentation may include, among others, statements relating to our (i) future financial position and results of operations, (ii) business strategy and long-term goals, (iii) growth potential, including franchise unit growth, (iv) ability to sustain progress made towards our profitability targets and long-term strategic growth through fiscal year 2024, (v) intention to build further on our growth momentum in the coming quarters, (vi) expectation that we will make meaningful progress in Potbelly's next phase of growth, (vii) anticipated revenue and profitability growth in 2023, and (viii) fiscal year 2023 outlook including our projections regarding AUVs, same-store sales and shop-level margin. By nature, forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected or implied by the forward-looking statement, due to reasons including, but not limited to, risks related to the COVID-19 outbreak; compliance with our Credit Agreement covenants; competition; general economic conditions; our ability to successfully implement our business strategy; the success of our initiatives to increase sales and traffic; changes in commodity, energy and other costs; our ability to attract and retain management and employees; consumer reaction to industry-related public health issues and perceptions of food safety; our ability to manage our growth; reputational and brand issues; price and availability of commodities; consumer confidence and spending patterns; and weather conditions. In addition, there may be other factors of which we are presently unaware or that we currently deem immaterial that could cause our actual results to be materially different from the results referenced in the forward-looking statements. All forward-looking statements contained in this presentation are qualified in their entirety by this cautionary statement. Although we believe that our plans, intentions and expectations are reasonable, we may not achieve our plans, intentions or expectations. Forward-looking statements are based on current expectations and assumptions and currently available data and are neither predictions nor guarantees of future events or performance. You should not place undue reliance on forward-looking statements, which speak only as of the date hereof. See "Risk Factors" and "Cautionary Statement on Forward-Looking Statements" included in our most recent annual report on Form 10-K and other risk factors described from time to time in subsequent quarterly reports on Form 10-Q or other subsequent filings, all of which are available on our website at www.potbelly.com. The Company undertakes no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

Note Regarding Non-GAAP Measures

We prepare our financial statements in accordance with Generally Accepted Accounting Principles ("GAAP"). Within this presentation, we make reference to EBITDA, adjusted EBITDA, adjusted diluted EPS, adjusted net income, shop-level profit, and shop-level profit margin, which are non-GAAP financial measures. The Company includes these non-GAAP financial measures because management believes they are useful to investors in that they provide for greater transparency with respect to supplemental information used by management in its financial and operational decision making. Management uses adjusted EBITDA, adjusted net income and adjusted diluted EPS to evaluate the Company's performance and in order to have comparable financial results to analyze changes in our underlying business from quarter to quarter. Adjusted EBITDA, adjusted net income and adjusted diluted EPS exclude the impact of certain non-cash charges and other items that affect the comparability of results in past quarters and which we do not believe are reflective of underlying business performance. Management uses shop-level profit and shop-level profit margin as key metrics to evaluate the profitability of incremental sales at our shops, to evaluate our shop performance across periods and to evaluate our shop financial performance against our competitors. Accordingly, the Company believes the presentation of these non-GAAP financial measures, when used in conjunction with GAAP financial measures, is a useful financial analysis tool that can assist investors in assessing the Company's operating performance and underlying prospects. This analysis should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. This analysis, as well as the other information in this presentation, should be read in conjunction with the Company's financial statements and footnotes contained in the documents that the Company files with the U.S. Securities and Exchange Commission. The non-GAAP financial measures used by the Company in this presentation may be different from the methods used by other companies.

Why Invest in PBPB?



NASDAQ: PBPB



Strong Brand, Differentiated Experience

Authentic fast casual concept, with fresh, fast, & friendly service and high brand recognition across 400+ locations



Strong Leadership Team

Highly-experienced executive leadership team with deep restaurant roots and a reinvigorated results-oriented culture



Executing Against Five-Pillar Strategy

Positive momentum driven by renewed focus on food innovation and promotions, leveraging of tech stack to drive an increase in user base and heightened engagement



Focus on Volume and Profitability Targets

2024 strategic growth objectives including \$1.3M in annualized AUVs, shop-level margins of 16% with continued recovery across shop portfolio, targeted marketing/advertising and cost discipline



Franchise Growth Acceleration Initiative

Capital light franchise growth targets of refranchising ~25% of company-owned shops, achieving at least 10% franchise unit growth with long-term goal of ~2,000 shops

Brand Position



Potbelly is the sandwich shop with the craveable quality and good vibes of a first-class dive.

Strong Leadership Team: Deep Restaurant Experience



Bob Wright
President & CEO



Steve Cirulis
Chief Financial Officer



Adam Noyes
Chief Operating Officer



Adiya Dixon
Chief Legal Officer



Jeffrey Douglas
Chief Information Officer



Larry Strain
Chief Development Officer



David Daniels
Chief Marketing Officer



Executing Against Five-Pillar Strategic Plan

Traffic-Driven Profitability and Unit Growth



Potbelly is the sandwich shop with the craveable quality and good vibes of a first-class dive.

Pillar 1: Craveable Quality Food at a Great Value



- Increased promotions and offerings
 - Unique LTO menu items such as the Cubano, Lemon Cheesecake Cookie and Orange Cream Shake
 - Continue to promote and highlight diverse, premium menu items
 - Growing catering business to compliment a multitude of social gatherings
 - Leveraging digital channels to drive excitement around menu innovation
- Redefined sandwich sizes and increased meat and cheese portions have improved value for customers
- Increased Pick-Your-Pair combination options



Pillar 2: People Creating Good Vibes



- Continue to embrace 'Hire for "Good Vibes" attitude & personality, train for skills' mantra
- Implemented employee retention and acquisition initiatives including referral bonus programs, pay band modifications, and digital tipping feature
- Transformed Rewards & Recognition systems to reward traffic driven profitability at all levels of management
- Balanced scorecard system aligns incentives and recognizes the top performers
- Hours-based labor management with real time sales and labor data improves planning and productivity while reducing cost



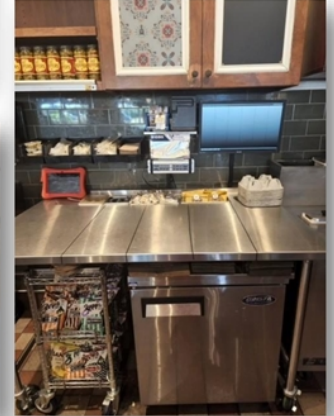
Pillar 3: Customer Experiences that Drive Traffic Growth



- Refined operating systems that focus on improving and delivering consistent food quality, speed, throughput and cleanliness
- Delivering outsized, customer satisfaction performance vs. competition
- Leveraging two-line kitchen to deliver digital and off-premise business while maintaining in shop line speed and Good Vibes experience
- Expanding implementation of Potbelly Digital Kitchen (PDK) in company and franchise shops to optimize capacity and improve customer and associate experience while saving labor costs
- Successful partnerships with third-party delivery providers like DoorDash, Grubhub and Uber Eats complement Potbelly's in-house delivery



GRUBHUB
Uber Eats
DOORDASH



POTBELLY

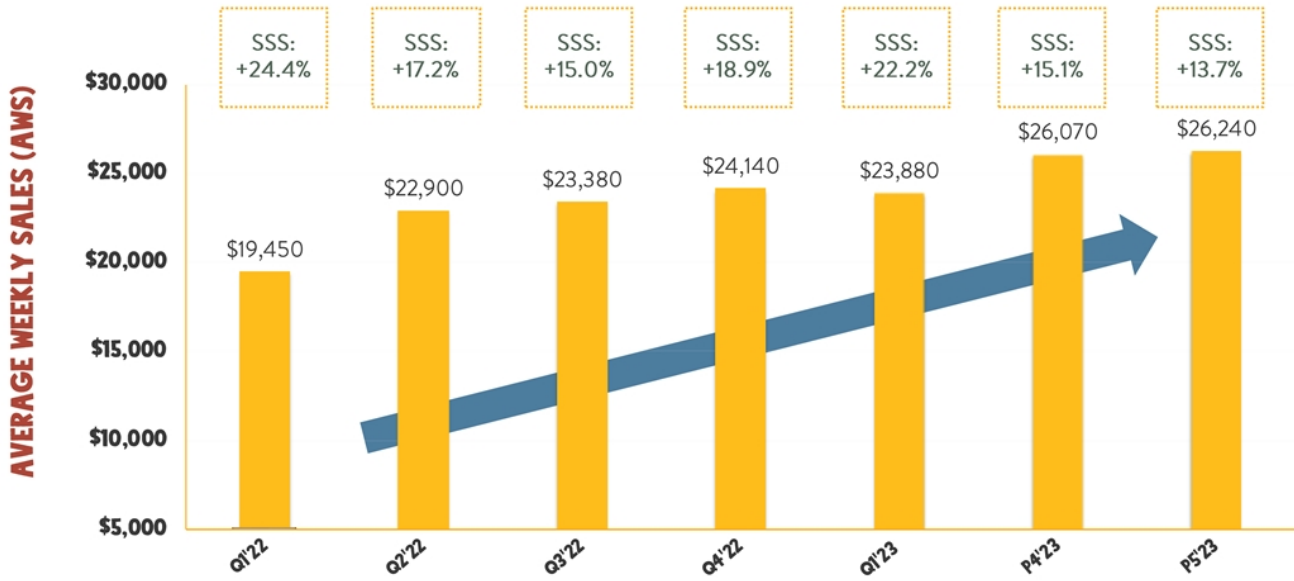
Pillar 4: Digitally-Driven Awareness, Connection & Traffic



- Continued strength in digital results, representing 39% of revenue in Q1'23, and Perks Loyalty Program activations, driving record fourth quarter top-line results
- Digital engagement driven by a combination of increased digital marketing efforts and promotional activity such as the digital-only offering to promote 'underground' Meatball menu items
- Catering business continues to strengthen and fast approaching pre-pandemic levels driven by both return to office trends and social engagements
- Launched LTOs such as the Pastrami Sandwich, Eggnog Shake, and Red Velvet Cookie which built customer excitement and drove top-line expansion

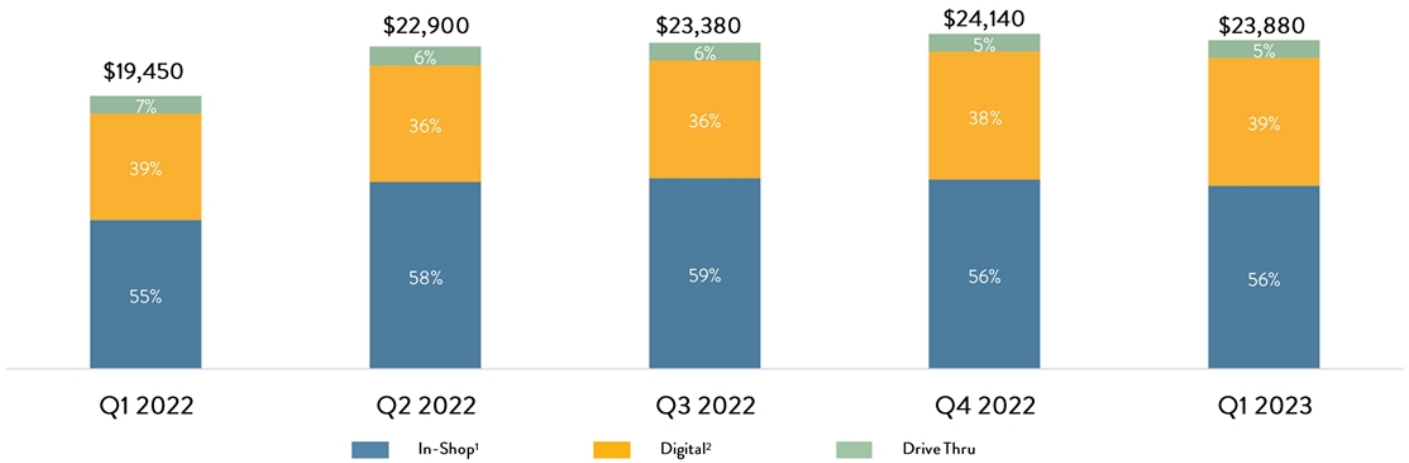


SSS and AWS Trends Sustain Positive Momentum



Consistent Order Mode Mix, Ongoing Digital Strength

Average Unit Volume and Order Mode Mix



1. "In-Shop" includes all revenue for orders placed at the counter or via phone/fax.
 2. "Digital" includes all revenue for orders placed through the mobile app, website, and third-party delivery partners.
 Note: Average Unit Volumes figures rounded to the nearest \$10; Percentages may not add up to 100% due to rounding.



Q1'23 Results, Q2'23 Guidance & FY'23 Outlook

Q1'23 Results and Q2'23 Guidance

	Q1'23 Results	Q2'23 Guidance ¹
Average Unit Volumes:	\$23,880	\$25,250 to \$25,750
Same-store-sales:	22.2%	10.0% to 12.0%
Shop-level margin:	12.0%	12.7% to 14.2%
Adj. EBITDA	\$5.6 million	\$6.0 to \$7.0 million



FY'23 Outlook¹

Average Unit Volumes:	Record levels
Same-store-sales:	High single-digit to low double-digit growth
Shop-level margin:	Low teens

1. Guidance as of 5/4/2023

Strong Platform to Achieve Growth Targets



Strong Brand, Differentiated Experience

Authentic fast casual concept, with fresh, fast, & friendly service and high brand recognition across 400+ locations



Franchise Focused Development

2024 target of 10% unit growth; refranchise approximately 25% of Company-owned shops; Long-term goal of 2,000 shops



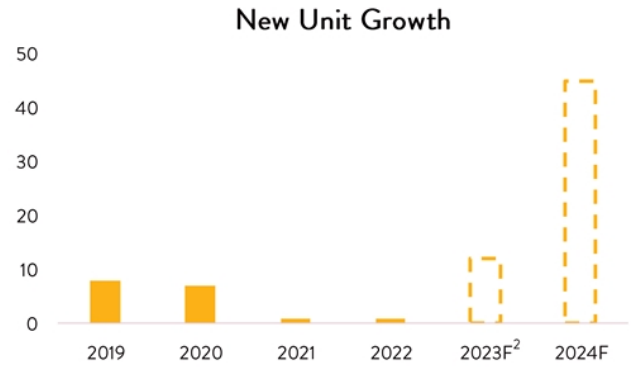
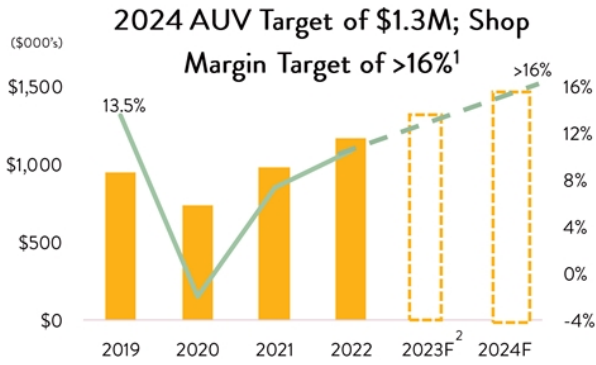
Renewed Focus of Strategic Marketing

Positive momentum with Scale digital media and Perks loyalty program integration



Executing Five-Pillar Strategic Plan

'Traffic-Driven Profitability' underpinned by five key pillars to achieve sustainable long-term growth



1. All margin levels for historical years reflect new margin reporting structure
 2. The Company did not provide nominal 2023 guidance; for illustrative purpose only

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Franchise Growth Acceleration Initiative

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APPENDIX:

FINANCIAL REVIEW AND GAAP TO NON-GAAP RECONCILIATIONS



Q1 2023 Performance Review: Y/Y

<i>In Millions</i>	Q1 2023	Q1 2022
Revenue	\$118.3	\$98.2
Same Store Sales (SSS)	22.2%	24.4%
GAAP Net Income (Loss)	(\$1.3)	(\$7.9)
Adjusted Net Income (Loss) ¹	\$0.6	(\$4.4)
Adjusted EBITDA ¹	\$5.6	(\$2.3)
Shop-level Profit ¹	\$14.0	\$4.9
G&A/Sales	8.4%	8.7%
Food, Beverage, & Packaging Costs/Sales	27.9%	28.0%
Labor/Sales	31.2%	34.1%
Other Operating Expenses/Sales	17.5%	18.6%
Shop-level Margin ¹	12.0%	5.0%

1. See the following slides of this presentation for GAAP to Non-GAAP reconciliations.

Q1 2023 Performance Review: Adjusted Net Income

<i>In Millions</i>	Q1 2023
Net Loss	(\$1.3)
Impairment, Disposals & Closures	\$1.0
Loss on Extinguishment of Debt	\$0.2
Loss on Franchise Growth Acceleration Initiative Activities	\$0.9
Income Tax Adjustments	(\$0.3)
Adjusted Net Income (Loss)	\$0.6

Q1 2023 Performance Review: Adjusted EBITDA

<i>In Millions</i>	Q1 2023
Net Loss	(\$1.3)
Depreciation Expense	\$3.0
Interest Expense	\$0.7
Income Tax Expense	\$0.1
EBITDA	\$2.4
Impairment, Disposals & Closures	\$1.0
Stock Compensation	\$0.9
Loss on Extinguishment of Debt	\$0.2
Loss on Franchise Growth Acceleration Initiative Activities	\$0.9
Adjusted EBITDA	\$5.6

Q1 2023 Performance Review: Shop Margin

<i>In Millions</i>	Q1 2023
Loss from Operations	(\$0.2)
Less: Franchise Revenue	\$1.3
Franchise Support, Rent & Marketing	\$0.6
G&A Expense	\$10.0
Pre-opening Costs	\$0.0
Loss on Franchise Growth Acceleration Initiative Activities	\$0.9
Depreciation Expense	\$3.0
Impairment, Disposals & Closures	\$1.0
Shop-level Profit	\$14.0
Total Revenues	\$118.3
Less: Franchise Revenue	\$1.3
Sandwich Shop Sales, Net	\$116.9
Shop-level Margin	12.0%

Use of Non-GAAP Measures

Note Regarding Non-GAAP Measures

We prepare our financial statements in accordance with Generally Accepted Accounting Principles ("GAAP"). Within this presentation, we make reference to EBITDA, adjusted EBITDA, adjusted diluted EPS, adjusted net loss, shop-level profit, and shop-level profit margin, which are non-GAAP financial measures. The Company includes these non-GAAP financial measures because management believes they are useful to investors in that they provide for greater transparency with respect to supplemental information used by management in its financial and operational decision making.

Management uses adjusted EBITDA, adjusted net income and adjusted diluted EPS to evaluate the Company's performance and in order to have comparable financial results to analyze changes in our underlying business from quarter to quarter. Adjusted EBITDA, adjusted net income and adjusted diluted EPS exclude the impact of certain non-cash charges and other items that affect the comparability of results in past quarters and which we do not believe are reflective of underlying business performance. Management uses shop-level profit and shop-level profit margin as key metrics to evaluate the profitability of incremental sales at our shops, to evaluate our shop performance across periods and to evaluate our shop financial performance against our competitors.

Accordingly, the Company believes the presentation of these non-GAAP financial measures, when used in conjunction with GAAP financial measures, is a useful financial analysis tool that can assist investors in assessing the Company's operating performance and underlying prospects. This analysis should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. This analysis, as well as the other information in this press release, should be read in conjunction with the Company's financial statements and footnotes contained in the documents that the Company files with the U.S. Securities and Exchange Commission. The non-GAAP financial measures used by the Company in this press release may be different from the methods used by other companies.

Information reconciling forward-looking shop-level profit margin to GAAP financial measures is unavailable to the Company without unreasonable effort. The Company is not able to provide reconciliations of shop-level profit margins to GAAP financial measures because certain items required for such reconciliations are outside of the Company's control and/or cannot be reasonably predicted. These items include but are not limited to impairment charges, gain or loss on asset disposals, shop closure costs, and restructuring costs that are difficult to predict in advance in order to include in a GAAP estimate and may be significant.

Definitions

The following definitions apply to these terms as used throughout this presentation:

- **Revenues** – represents net company-operated sandwich shop sales and our franchise royalties and fees. Net company-operated shop sales consist of food and beverage sales, net of promotional allowances and employee meals. Franchise royalties and fees consist of royalty income, franchise fees, and other fees collected from franchisees including advertising and rent.
- **Company-operated comparable store-sales or same-store traffic** – represents the change in year-over-year sales or transactions for the comparable company-operated store base open for 15 months or longer.
- **Average Unit Volumes (AUV)** – represents the average sales of all company-operated shops which reported sales during the associated time period.
- **EBITDA** – represents income before depreciation and amortization expense, interest expense and the provision for income taxes.
- **Adjusted EBITDA** – represents income before depreciation and amortization expense, interest expense and the provision for income taxes, adjusted to eliminate the impact of other items, including certain non-cash and other items that we do not consider representative of our ongoing operating performance.
- **Shop-level profit (loss)** – represents income (loss) from operations excluding franchise royalties and fees, franchise support, marketing and rent expenses, general and administrative expenses, depreciation expense, pre-opening costs, restructuring costs, loss on Franchise Growth Acceleration Initiative activities and impairment, loss on the disposal of property and equipment and shop closures.
- **Shop-level profit (loss) margin** – represents shop-level profit expressed as a percentage of net company-operated sandwich shop sales.
- **Adjusted net income (loss)** – represents net income (loss), adjusted to eliminate the impact of restructuring costs, impairment, loss on the disposal of property and equipment, shop closures, and other items we do not consider representative of our ongoing operating performance, including the income tax effects of those adjustments.
- **Adjusted diluted EPS** – represents adjusted net income (loss) divided by the weighted average number of fully dilutive common shares outstanding.

Investor Relations Contacts



Investor Relations Contacts:

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investor@potbelly.com