
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): February 14, 2014

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.)

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)

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 February 14, 2014, the Board of Directors (the "Board") of Potbelly Corporation (the "Company") increased the size of the Board, and appointed Daniel Ginsberg, 61, as a member of the Board to fill a vacancy created by the increase. Mr. Ginsberg has been designated as a Class III director and will serve until the 2016 annual meeting of the Company's stockholders or until his successor has been duly elected and qualified. Mr. Ginsberg has not been appointed to any committees of the Board at this time. Mr. Ginsberg is currently Chief Executive Officer of Dermalogica, a U.S.-based skincare brand, and has a comprehensive background in branding strategy, marketing, and advertising.

There are no arrangements or understandings between Mr. Ginsberg and any other persons pursuant to which he was selected as a director. Mr. Ginsberg will be eligible to receive the standard compensation paid to non-employee/non-investor directors for 2014, discussed below. Mr. Ginsberg 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 Mr. Ginsberg, 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.

On February 6, 2014, the Board approved the amount of non-employee/non-investor director compensation for 2014. In 2014, non-employee/non-investor directors may elect to receive (a) shares of unrestricted common stock of the Company ("Common Stock") having a value of \$40,000 at the time of grant plus \$40,000 in cash or (b) shares of unrestricted Common Stock having a value of \$80,000 at the time of grant.

A copy of the Company's press release announcing the appointment of Mr. Ginsberg 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 February 17, 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: February 18, 2014

Potbelly Corporation

By: /s/ Matthew Revord

Name: Matthew J. Revord

Title: Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Press Release issued by the Company on February 17, 2014.

FOR IMMEDIATE RELEASE



DAN GINSBERG APPOINTED TO
POTBELLY CORPORATION BOARD OF DIRECTORS

Chicago, IL. February 17, 2014 - Potbelly Corporation (NASDAQ: PPPB) today announced that Dan Ginsberg has been appointed to Potbelly's Board of Directors. Dan is Chief Executive Officer of Dermalogica, a U.S.-based skincare brand, and has a comprehensive background in branding strategy, marketing, and advertising. Dan Ginsberg was previously the CEO of Red Bull NA. Prior to his work with Red Bull, Dan was the Chief Marketing Officer at Hardee's.

"We are thrilled to have Dan join our Board. His breadth and depth of executive experience aligns well with Potbelly's business strategy," said Aylwin Lewis, Chairman and Chief Executive Officer of Potbelly. "With his deep experience in marketing and branding, as well as operations, we expect that Dan will add great value to our company as we continue our trajectory of growth and development."

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.

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The statements in this release concerning the Company's future prospects are forward-looking statements that involve certain risks and uncertainties. Such risks and uncertainties could cause actual results to differ materially from those indicated by such forward-looking statements, and include, without limitation, the continued acceptance of the Company's distribution channel by vendors and customers, the timely availability and acceptance of new products, product mix, market conditions, contribution of key vendor relationships and support programs, as well as factors that affect the software industry in general and other factors. The forward-looking statements contained herein are also subject generally to other risks and uncertainties that are described from time to time in our filings with the Securities and Exchange Commission. Except as otherwise required by law, the Company undertakes no obligation to update or revise these forward-looking statements.

Contact: **Investor Relations**
Investors@Potbelly.com
312-428-2950